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Form 990  Department of the Treasury Internal Revenue Service	Return of Organization Exempt From Income Tax Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)	OMB No 1545-0047 2012 Open to Public Inspection
	▶ The organization may have to use a copy of this return to satisfy state reporting requirements	

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

B Check if applicable ☐ Address change ☐ Name change ☐ Initial return ☐ Terminated ☐ Amended return ☐ Application pending	C Name of organization HISTORIC HAWAII FOUNDATION		D Employer identification number 23-7441972	
	Doing Business As			
	Number and street (or P O box if mail is not delivered to street address) PO BOX 1658	Room/suite	E Telephone number (808) 523-2900	
	City or town, state or country, and ZIP + 4 HONOLULU, HI 968061658			
			G Gross receipts \$ 711,816	
F Name and address of principal officer KIERSTEN FAULKNER PO BOX 1658 HONOLULU, HI 968061658			H(a) Is this a group return for affiliates? ☐ Yes ☒ No	
			H(b) Are all affiliates included? ☐ Yes ☐ No If "No," attach a list (see instructions)	
I Tax-exempt status ☒ 501(c)(3) ☐ 501(c) () ◀(Insert no) ☐ 4947(a)(1) or ☐ 527			H(c) Group exemption number ▶	
J Website: ▶ WWW.HISTORICHAWAII.ORG				
K Form of organization ☒ Corporation ☐ Trust ☐ Association ☐ Other ▶			L Year of formation 1974	M State of legal domicile HI

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities TO ENCOURAGE THE PRESERVATION OF HISTORIC BUILDINGS AND SITES IN HAWAII		
	2 Check this box ☐ if the organization discontinued its operations or disposed of more than 25% of its net assets		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	27
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	27
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	6
6 Total number of volunteers (estimate if necessary)	6	105	
7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0	
7b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	394,153	543,678
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	82,426	48,964
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	12,243	23,039
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	-44,982	-63,210
		443,840	552,471
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	0	40,000
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	231,789	242,721
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ☒ 39,909		
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	239,084	205,368
	18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	470,873	488,089
	19 Revenue less expenses Subtract line 18 from line 12	-27,033	64,382
	Net Assets or Fund Balances		Beginning of Current Year
20 Total assets (Part X, line 16)		946,768	1,053,696
21 Total liabilities (Part X, line 26)		18,520	42,531
22 Net assets or fund balances Subtract line 21 from line 20		928,248	1,011,165

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge.

Sign Here	***** Signature of officer			2013-05-20 Date	
	KIERSTEN FAULKNER EXECUTIVE DIRECTOR Type or print name and title				
Paid Preparer Use Only	Print/Type preparer's name MARK A HAYES		Preparer's signature		Date
	Firm's name ▶ CW ASSOCIATES CPAS			Check ☐ if self-employed	PTIN P00085205
	Firm's address ▶ 700 BISHOP STREET SUITE 1040 HONOLULU, HI 96813			Firm's EIN ▶ 26-1659234 Phone no (808) 531-1040	

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

Part III

Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

☐ ☒

1

Briefly describe the organization's mission

TO PRESERVE AND ENCOURAGE THE PRESERVATION OF HISTORICAL BUILDINGS, OBJECTS, AND SITES RELATING TO THE HISTORY OF HAWAII, TO PROMOTE AN AWARENESS OF AND RESPECT FOR ALL THAT IS HISTORICALLY SIGNIFICANT AND ARCHITECTURALLY DISTINCTIVE IN OUR STATE, AND THROUGH THESE EFFORTS, TO KEEP ALIVE AND INTACT FOR THE ENRICHMENT OF PRESENT AND FUTURE GENERATIONS THE INHERENT BEAUTY OF THE HAWAIIAN ISLANDS AND THE UNIQUE HISTORIC ROLE OF THE ISLANDS IN THE DEVELOPMENT OF THE PACIFIC BASIN

2

Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

☐ Yes ☒ No

If "Yes," describe these new services on Schedule O

3

Did the organization cease conducting, or make significant changes in how it conducts, any program services?

☐ Yes ☒ No

If "Yes," describe these changes on Schedule O

4

Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a	(Code) (Expenses \$ 166,386 including grants of \$) (Revenue \$ 32,634)
	PUBLIC EDUCATION - TO DEVELOP A COMMUNITY ETHIC OF PRESERVATION AND HERITAGE STEWARDSHIP THROUGH MEMBERSHIP, HISTORIC TOURS, EDUCATIONAL SEMINARS AND LECTURES, PUBLICATIONS, HISTORIC SITE RESEARCH AND ADVOCACY
4b	(Code) (Expenses \$ 150,540 including grants of \$ 40,000) (Revenue \$ 17,585)
	PRESERVATION PROJECTS AND TECHNICAL ASSISTANCE - TO CONNECT THE PAST TO THE PRESENT AND ENSURE THAT HERITAGE PROTECTION IS HARMONIOUS WITH CONTEMPORARY NEEDS THROUGH FIELD SERVICES, ON-SITE PRESERVATION ASSISTANCE, STATEWIDE CIRCUIT RIDER, PROFESSIONAL DEVELOPMENT WORKSHOPS, REVIEW OF DEVELOPMENT PROPOSALS, RECOMMENDATIONS FOR AVOIDING, MINIMIZING AND MITIGATING HARM TO HISTORIC PROPERTIES, INTEGRATING PRESERVATION INTO SIGNIFICANT PLANNING AND DEVELOPMENT PROPOSALS, AND PARTICIPATING IN LONG-RANGE URBAN AND RURAL COMMUNITY PLANNING ACTIVITIES
4c	(Code) (Expenses \$ 59,424 including grants of \$) (Revenue \$)
	PUBLIC OUTREACH - TO PRESERVE HAWAII'S HERITAGE THROUGH POLICY DEVELOPMENT AND ADVOCACY FOR STATEWIDE AND LOCAL PRESERVATION INVENTORY, ECONOMIC INCENTIVE PROGRAMS, PUBLIC PLANS, COMMISSIONS AND REGULATIONS, LEADING AND FACILITATING PUBLIC AWARENESS, AND BUILDING COALITIONS OF HISTORIC PRESERVATION ALLIANCES
	(Code) (Expenses \$ 19,808 including grants of \$) (Revenue \$)
	RESOURCE AND ADVOCACY - TO RESEARCH AND PROVIDE INFORMATION ON PROCESSING HISTORIC SITE STATUS AND BACKGROUND HISTORY ON SITES

4d

Other program services (Describe in Schedule O)

(Expenses \$ 19,808 including grants of \$) (Revenue \$)

4e

Total program service expenses

396,158

Part IV

Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If "Yes," complete Schedule A 	1 Yes	
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)? 	2 Yes	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If "Yes," complete Schedule C, Part I 	3	No
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If "Yes," complete Schedule C, Part II 	4 Yes	
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If "Yes," complete Schedule C, Part III 	5	No
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If "Yes," complete Schedule D, Part I 	6	No
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? If "Yes," complete Schedule D, Part II 	7 Yes	
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If "Yes," complete Schedule D, Part III 	8	No
9 Did the organization report an amount in Part X, line 21 for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If "Yes," complete Schedule D, Part IV 	9	No
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If "Yes," complete Schedule D, Part V 	10 Yes	
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? If "Yes," complete Schedule D, Part VI 	11a Yes	
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VII 	11b Yes	
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part VIII 	11c	No
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If "Yes," complete Schedule D, Part IX 	11d	No
e Did the organization report an amount for other liabilities in Part X, line 25? If "Yes," complete Schedule D, Part X 	11e	No
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If "Yes," complete Schedule D, Part X 	11f Yes	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If "Yes," complete Schedule D, Parts XI and XII 	12a Yes	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional 	12b	No
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If "Yes," complete Schedule E	13	No
14a Did the organization maintain an office, employees, or agents outside of the United States?	14a	No
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If "Yes," complete Schedule F, Parts I and IV	14b	No
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If "Yes," complete Schedule F, Parts II and IV	15	No
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If "Yes," complete Schedule F, Parts III and IV	16	No
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If "Yes," complete Schedule G, Part I (see instructions) 	17	No
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If "Yes," complete Schedule G, Part II 	18 Yes	
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If "Yes," complete Schedule G, Part III 	19	No
20a Did the organization operate one or more hospital facilities? If "Yes," complete Schedule H	20a	No
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?	20b	

Part IV

Checklist of Required Schedules (continued)

21	Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	21	Yes	
22	Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>	22		No
23	Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>	23		No
24a	Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>	24a		No
b	Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?	24b		
c	Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?	24c		
d	Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?	24d		
25a	Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>	25a		No
b	Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>	25b		No
26	Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>	26		No
27	Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>	27		No
28	Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)			
a	A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28a		No
b	A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>	28b		No
c	An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>	28c		No
29	Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i> . . .	29		No
30	Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>	30		No
31	Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>	31		No
32	Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>	32		No
33	Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>	33		No
34	Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>	34		No
35a	Did the organization have a controlled entity within the meaning of section 512(b)(13)?	35a		No
b	If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>	35b		
36	Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>	36		No
37	Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>	37		No
38	Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	38	Yes	

Part V

Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable.		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return.		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions).	Yes	
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		No
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O.		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		No
b	If "Yes," enter the name of the foreign country: _____ See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		No
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		No
5c	If "Yes," to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		No
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
7a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?	Yes	
7b	If "Yes," did the organization notify the donor of the value of the goods or services provided?	Yes	
7c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		No
7d	If "Yes," indicate the number of Forms 8282 filed during the year.		
7e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		No
7f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		No
7g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
7h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
9	Sponsoring organizations maintaining donor advised funds.		
9a	Did the organization make any taxable distributions under section 4966?		
9b	Did the organization make a distribution to a donor, donor advisor, or related person?		
10	Section 501(c)(7) organizations. Enter		
10a	Initiation fees and capital contributions included on Part VIII, line 12.		
10b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities.		
11	Section 501(c)(12) organizations. Enter		
11a	Gross income from members or shareholders.		
11b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them).		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
12b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
13a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O.		
13b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans.		
13c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		No
14b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O.		

Part VI

Governance, Management, and Disclosure

For each "Yes" response to lines 2 through 7b below, and for a "No" response to lines 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year		
	If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O		
b	Enter the number of voting members included in line 1a, above, who are independent		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?	Yes	
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		No
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		No
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		No
6	Did the organization have members or stockholders?	Yes	
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?	Yes	
b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?	Yes	
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following		
a	The governing body?	Yes	
b	Each committee with authority to act on behalf of the governing body?	Yes	
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O		No

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		No
b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	Yes	
b	Describe in Schedule O the process, if any, used by the organization to review this Form 990		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13	Yes	
b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?	Yes	
c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done	Yes	
13	Did the organization have a written whistleblower policy?	Yes	
14	Did the organization have a written document retention and destruction policy?	Yes	
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
a	The organization's CEO, Executive Director, or top management official	Yes	
b	Other officers or key employees of the organization	Yes	
	If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions)		
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		No
b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

17	List the States with which a copy of this Form 990 is required to be filed	HI
18	Section 6104 requires an organization to make its Form 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply. ☒ Own website ☐ Another's website ☒ Upon request ☐ Other (explain in Schedule O)	
19	Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year	
20	State the name, physical address, and telephone number of the person who possesses the books and records of the organization	KIERSTEN FAULKNER 680 IWILEI ROAD SUITE 690 HONOLULU, HI (808) 523-2900

Check if Schedule O contains a response to any question in this Part VII ☐

1a Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year.

• List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.

• List all of the organization's **current** key employees, if any. See instructions for definition of "key employee."

• List the organization's five **current** highest compensated employees (other than an officer, director, trustee or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations

• List all of the organization's **former** officers, key employees, or highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations

• List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

☐ Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

[illegible]

Part VII

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
1b Sub-Total										
c Total from continuation sheets to Part VII, Section A										
d Total (add lines 1b and 1c)							87,285	0	7,830	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization: 0

		Yes	No
3	Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>	3	No
4	For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>	4	No
5	Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>	5	No

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year.

(A)	(B)	(C)
Name and business address	Description of services	Compensation

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization ►0

Part VIII

Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

				(A)	(B)	(C)	(D)	
				Total revenue	Related or exempt function revenue	Unrelated business revenue	Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a	Federated campaigns . . .	1a					
	b	Membership dues	1b	85,654				
	c	Fundraising events	1c	224,675				
	d	Related organizations	1d					
	e	Government grants (contributions)	1e					
	f	All other contributions, gifts, grants, and similar amounts not included above	1f	233,349				
	g	Noncash contributions included in lines 1a-1f \$		18,040				
	h	Total. Add lines 1a-1f			543,678			
Program Service Revenue	2a	PUBLIC EDUCATION	Business Code					
			611710	31,379	31,379			
	b	TECHNICAL ASSISTANCE	611710	17,585	17,585			
	c							
	d							
	e							
	f	All other program service revenue						
	g	Total. Add lines 2a-2f			48,964			
Other Revenue	3	Investment income (including dividends, interest, and other similar amounts)		19,888			19,888	
	4	Income from investment of tax-exempt bond proceeds . .						
	5	Royalties						
	6a	(i) Real		(ii) Personal				
	b	Less rental expenses						
	c	Rental income or (loss)						
	d	Net rental income or (loss)						
	7a	(i) Securities		(ii) Other				
		60,261						
	b	Less cost or other basis and sales expenses						
	c	Gain or (loss)						
	d	Net gain or (loss)			3,151			3,151
	8a	Gross income from fundraising events (not including \$ 224,675 of contributions reported on line 1c) See Part IV, line 18						
		a	36,560					
		b	Less direct expenses		101,025			
c	Net income or (loss) from fundraising events . .			-64,465			-64,465	
9a	Gross income from gaming activities See Part IV, line 19							
	a							
	b	Less direct expenses						
c	Net income or (loss) from gaming activities . .							
10a	Gross sales of inventory, less returns and allowances							
	a	2,465						
	b	Less cost of goods sold		1,210				
c	Net income or (loss) from sales of inventory . .			1,255	1,255			
Miscellaneous Revenue		Business Code						
11a								
b								
c								
d	All other revenue							
e	Total. Add lines 11a-11d							
12	Total revenue. See Instructions			552,471	50,219	0	-41,426	

Part IX

Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX

Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21.	40,000	40,000		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22.				
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16.				
4	Benefits paid to or for members.				
5	Compensation of current officers, directors, trustees, and key employees.	95,115	82,981	7,415	4,719
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B).				
7	Other salaries and wages.	136,378	118,979	10,632	6,767
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions).	1,991	1,737	155	99
9	Other employee benefits.	9,237	8,059	720	458
10	Payroll taxes.				
11	Fees for services (non-employees):				
a	Management.				
b	Legal.				
c	Accounting.	21,270		21,270	
d	Lobbying.				
e	Professional fundraising services. See Part IV, line 17.				
f	Investment management fees.	60		60	
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O).	47,592	39,796	4,272	3,524
12	Advertising and promotion.				
13	Office expenses.	48,389	32,895	4,102	11,392
14	Information technology.				
15	Royalties.				
16	Occupancy.	21,978	17,452	2,331	2,195
17	Travel.				
18	Payments of travel or entertainment expenses for any federal, state, or local public officials.				
19	Conferences, conventions, and meetings.	11,088	10,128	586	374
20	Interest.				
21	Payments to affiliates.				
22	Depreciation, depletion, and amortization.	3,986	2,710	338	938
23	Insurance.				
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O).				
a	PRESERVATION COSTS	49,667	40,313		9,354
b	OTHER EXPENSES	1,338	1,108	141	89
c					
d					
e	All other expenses				
25	Total functional expenses. Add lines 1 through 24e.	488,089	396,158	52,022	39,909
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here ☐ if following SOP 98-2 (ASC 958-720).				

Part X

Balance Sheet

Check if Schedule O contains a response to any question in this Part X

☐

					(A)		(B)
					Beginning of year		End of year
Assets	1	Cash—non-interest-bearing			54,330	1	37,857
	2	Savings and temporary cash investments			196,579	2	253,272
	3	Pledges and grants receivable, net			23,800	3	10,000
	4	Accounts receivable, net				4	
	5	Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees Complete Part II of Schedule L				5	
	6	Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L				6	
	7	Notes and loans receivable, net				7	
	8	Inventories for sale or use			6,209	8	8,067
	9	Prepaid expenses and deferred charges			2,414	9	3,902
	10a	Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a	55,999			
	b	Less accumulated depreciation	10b	49,069			
					9,168	10c	6,930
	11	Investments—publicly traded securities				11	
	12	Investments—other securities See Part IV, line 11			654,193	12	733,593
	13	Investments—program-related See Part IV, line 11				13	
	14	Intangible assets				14	
Liabilities	15	Other assets See Part IV, line 11			75	15	75
	16	Total assets. Add lines 1 through 15 (must equal line 34)			946,768	16	1,053,696
	17	Accounts payable and accrued expenses			18,520	17	22,531
	18	Grants payable				18	20,000
	19	Deferred revenue				19	
	20	Tax-exempt bond liabilities				20	
	21	Escrow or custodial account liability Complete Part IV of Schedule D				21	
	22	Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L				22	
	23	Secured mortgages and notes payable to unrelated third parties				23	
	24	Unsecured notes and loans payable to unrelated third parties				24	
	25	Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24) Complete Part X of Schedule D				25	
Net Assets or Fund Balances	26	Total liabilities. Add lines 17 through 25			18,520	26	42,531
		Organizations that follow SFAS 117 (ASC 958), check here ☒ and complete lines 27 through 29, and lines 33 and 34.					
	27	Unrestricted net assets			274,433	27	267,679
	28	Temporarily restricted net assets			92,820	28	182,491
	29	Permanently restricted net assets			560,995	29	560,995
		Organizations that do not follow SFAS 117 (ASC 958), check here ☐ and complete lines 30 through 34.					
	30	Capital stock or trust principal, or current funds				30	
	31	Paid-in or capital surplus, or land, building or equipment fund				31	
	32	Retained earnings, endowment, accumulated income, or other funds				32	
	33	Total net assets or fund balances			928,248	33	1,011,165
	34	Total liabilities and net assets/fund balances			946,768	34	1,053,696

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	552,471
2	Total expenses (must equal Part IX, column (A), line 25)	2	488,089
3	Revenue less expenses Subtract line 2 from line 1	3	64,382
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	928,248
5	Net unrealized gains (losses) on investments	5	13,632
6	Donated services and use of facilities	6	4,903
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	0
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	1,011,165

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990 ☐ Cash ☒ Accrual ☐ Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both ☐ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis		No
2b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both ☒ Separate basis ☐ Consolidated basis ☐ Both consolidated and separate basis	Yes	
2c	If "Yes," to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O	Yes	
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		No
3b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits		

SCHEDULE A
(Form 990 or 990EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization HISTORIC HAWAI'I FOUNDATION	Employer identification number 23-7441972
---	--

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is (For lines 1 through 11, check only one box)

- 1

☐

A church, convention of churches, or association of churches described in **section 170(b)(1)(A)(i).**
- 2

☐

A school described in **section 170(b)(1)(A)(ii).** (Attach Schedule E)
- 3

☐

A hospital or a cooperative hospital service organization described in **section 170(b)(1)(A)(iii).**
- 4

☐

A medical research organization operated in conjunction with a hospital described in **section 170(b)(1)(A)(iii).** Enter the hospital's name, city, and state _____
- 5

☐

An organization operated for the benefit of a college or university owned or operated by a governmental unit described in **section 170(b)(1)(A)(iv).** (Complete Part II)
- 6

☐

A federal, state, or local government or governmental unit described in **section 170(b)(1)(A)(v).**
- 7

☐

An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in **section 170(b)(1)(A)(vi).** (Complete Part II)
- 8

☐

A community trust described in **section 170(b)(1)(A)(vi)** (Complete Part II)
- 9

☒

An organization that normally receives (1) more than 33¹/₃% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33¹/₃% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See **section 509(a)(2).** (Complete Part III)
- 10

☐

An organization organized and operated exclusively to test for public safety See **section 509(a)(4).**
- 11

☐

An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See **section 509(a)(3).** Check the box that describes the type of supporting organization and complete lines 11e through 11h

a

☐

Type I

b

☐

Type II

c

☐

Type III - Functionally integrated

d

☐

Type III - Non-functionally integrated
- e

☐

By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)
- f

☐

If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box
- g

☐

Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

(i)

A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?

(ii)

A family member of a person described in (i) above?

(iii)

A 35% controlled entity of a person described in (i) or (ii) above?
- h

☐

Provide the following information about the supported organization(s)

	Yes	No
11g(i)		
11g(ii)		
11g(iii)		

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1- 9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
Total									

Part II

Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
(Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
3 The value of services or facilities furnished by a governmental unit to the organization without charge						
4 Total. Add lines 1 through 3						
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f)						
6 Public support. Subtract line 5 from line 4						

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						
11 Total support (Add lines 7 through 10)						
12 Gross receipts from related activities, etc (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ▶						

Section C. Computation of Public Support Percentage						
14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f))		14				
15 Public support percentage for 2011 Schedule A, Part II, line 14		15				
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization						▶
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test The organization qualifies as a publicly supported organization						▶
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions						▶

Part IIIPart III

Support Schedule for Organizations Described in Section 509(a)(2)
(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")	754,609	293,385	337,591	394,153	543,678	2,323,416
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose	10,600	14,362	29,737	82,969	51,429	189,097
3 Gross receipts from activities that are not an unrelated trade or business under section 513	330,245	203,450	34,800	35,040	36,560	640,095
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 Total. Add lines 1 through 5	1,095,454	511,197	402,128	512,162	631,667	3,152,608
7a Amounts included on lines 1, 2, and 3 received from disqualified persons	234,494	221,462	53,925	58,400	42,427	610,708
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	234,494	221,462	53,925	58,400	42,427	610,708
8 Public support (Subtract line 7c from line 6)						2,541,900

Section B. Total Support						
Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	1,095,454	511,197	402,128	512,162	631,667	3,152,608
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources	29,170	4,500	13,076	12,243	19,888	78,877
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b	29,170	4,500	13,076	12,243	19,888	78,877
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)		2,025				2,025
13 Total support. (Add lines 9, 10c, 11, and 12.)	1,124,624	517,722	415,204	524,405	651,555	3,233,510
14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a 501(c)(3) organization, check this box and stop here ☐						

Section C. Computation of Public Support Percentage			
15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	78.610%	
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	73.880%	

Section D. Computation of Investment Income Percentage			
17	Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	2 440 %
18	Investment income percentage from 2011 Schedule A, Part III, line 17	18	2 540 %
19a	33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ☒		
b	33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3% and line 18 is not more than 33 1/3%, check this box and stop here . The organization qualifies as a publicly supported organization ☐		
20	Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ☐		

Part IV **Supplemental Information.** Complete this part to provide the explanations required by Part II, line 10; Part II, line 17a or 17b; and Part III, line 12. Also complete this part for any additional information. (See instructions).

Facts And Circumstances Test

Explanation
SCHEDULE A, PART II, LINE 12, EXPLANATION OF OTHER INCOME MISCELLANEOUS INCOME - 2009 AMOUNT \$ 2,025

SCHEDULE C

(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Political Campaign and Lobbying Activities

For Organizations Exempt From Income Tax Under section 501(c) and section 527
▶ **Complete if the organization is described below. ▶ Attach to Form 990 or Form 990-EZ.**
▶ **See separate instructions.**

OMB No 1545-0047

2012

Open to Public Inspection

If the organization answered “Yes” to Form 990, Part IV, Line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then

- Section 501(c)(3) organizations Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations Complete Part I-A only

If the organization answered “Yes” to Form 990, Part IV, Line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)) Complete Part II-B Do not complete Part II-A

If the organization answered “Yes” to Form 990, Part IV, Line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35c (Proxy Tax), then

- Section 501(c)(4), (5), or (6) organizations Complete Part III

Name of the organization HISTORIC HAWAII FOUNDATION	Employer identification number 23-7441972
--	--

Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.

1	Provide a description of the organization’s direct and indirect political campaign activities in Part IV	
2	Political expenditures	▶ \$ _____
3	Volunteer hours	_____

Part I-B Complete if the organization is exempt under section 501(c)(3).

1	Enter the amount of any excise tax incurred by the organization under section 4955	▶ \$ _____
2	Enter the amount of any excise tax incurred by organization managers under section 4955	▶ \$ _____
3	If the organization incurred a section 4955 tax, did it file Form 4720 for this year?	☐ Yes ☐ No
4a	Was a correction made?	☐ Yes ☐ No
b	If “Yes,” describe in Part IV	

Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).

1	Enter the amount directly expended by the filing organization for section 527 exempt function activities	▶ \$ _____
2	Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities	▶ \$ _____
3	Total exempt function expenditures Add lines 1 and 2 Enter here and on Form 1120-POL, line 17b	▶ \$ _____
4	Did the filing organization file Form 1120-POL for this year?	☐ Yes ☐ No
5	Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization’s funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC) If additional space is needed, provide information in Part IV	

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-

Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).

- A** Check ☐ if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures)
- B** Check ☐ if the filing organization checked box A and "limited control" provisions apply

Limits on Lobbying Expenditures (The term "expenditures" means amounts paid or incurred.)		(a) Filing organization's totals	(b) Affiliated group totals												
1a	Total lobbying expenditures to influence public opinion (grass roots lobbying)	0													
b	Total lobbying expenditures to influence a legislative body (direct lobbying)	865													
c	Total lobbying expenditures (add lines 1a and 1b)	865													
d	Other exempt purpose expenditures	395,293													
e	Total exempt purpose expenditures (add lines 1c and 1d)	396,158													
f	Lobbying nontaxable amount Enter the amount from the following table in both columns	79,232													
<table><thead><tr><th>If the amount on line 1e, column (a) or (b) is:</th><th>The lobbying nontaxable amount is:</th></tr></thead><tbody><tr><td>Not over \$500,000</td><td>20% of the amount on line 1e</td></tr><tr><td>Over \$500,000 but not over \$1,000,000</td><td>\$100,000 plus 15% of the excess over \$500,000</td></tr><tr><td>Over \$1,000,000 but not over \$1,500,000</td><td>\$175,000 plus 10% of the excess over \$1,000,000</td></tr><tr><td>Over \$1,500,000 but not over \$17,000,000</td><td>\$225,000 plus 5% of the excess over \$1,500,000</td></tr><tr><td>Over \$17,000,000</td><td>\$1,000,000</td></tr></tbody></table>		If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:	Not over \$500,000	20% of the amount on line 1e	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000	Over \$17,000,000	\$1,000,000		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is:														
Not over \$500,000	20% of the amount on line 1e														
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000														
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000														
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000														
Over \$17,000,000	\$1,000,000														
g	Grassroots nontaxable amount (enter 25% of line 1f)	19,808													
h	Subtract line 1g from line 1a If zero or less, enter -0-	0													
i	Subtract line 1f from line 1c If zero or less, enter -0-	0													
j	If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?	☐ Yes ☐ No													

4-Year Averaging Period Under Section 501(h)
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f on page 4.)

Lobbying Expenditures During 4-Year Averaging Period					
Calendar year (or fiscal year beginning in)	(a) 2009	(b) 2010	(c) 2011	(d) 2012	(e) Total
2a Lobbying nontaxable amount				79,232	79,232
b Lobbying ceiling amount (150% of line 2a, column(e))					118,848
c Total lobbying expenditures				865	865
d Grassroots nontaxable amount				19,808	19,808
e Grassroots ceiling amount (150% of line 2d, column (e))					29,712
f Grassroots lobbying expenditures					

Part II-B

Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).

For each "Yes" response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity.		(a)		(b)
		Yes	No	Amount
1	During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of			
a	Volunteers?			
b	Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
c	Media advertisements?			
d	Mailings to members, legislators, or the public?			
e	Publications, or published or broadcast statements?			
f	Grants to other organizations for lobbying purposes?			
g	Direct contact with legislators, their staffs, government officials, or a legislative body?			
h	Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
i	Other activities?			
j	Total. Add lines 1c through 1i.			
2a	Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
b	If "Yes," enter the amount of any tax incurred under section 4912.			
c	If "Yes," enter the amount of any tax incurred by organization managers under section 4912.			
d	If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

Part III-A

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).

		Yes	No
1	Were substantially all (90% or more) dues received nondeductible by members?	1	
2	Did the organization make only in-house lobbying expenditures of \$2,000 or less?	2	
3	Did the organization agree to carry over lobbying and political expenditures from the prior year?	3	

Part III-B

Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered "No" OR (b) Part III-A, line 3, is answered "Yes."

1	Dues, assessments and similar amounts from members	1	
2	Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
a	Current year	2a	
b	Carryover from last year	2b	
c	Total	2c	
3	Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	3	
4	If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	4	
5	Taxable amount of lobbying and political expenditures (see instructions)	5	

Part IV

Supplemental Information

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5, Part II-A (affiliated group list), Part II-A, line 2, and Part II-B, line 1. Also, complete this part for any additional information.

Identifier	Return Reference	Explanation
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SCHEDULE D
(Form 990)

Department of the Treasury
Internal Revenue Service

Supplemental Financial Statements

► Complete if the organization answered "Yes," to Form 990,
Part IV, line 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b
► Attach to Form 990. ► See separate instructions.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization
HISTORIC HAWAII FOUNDATION

Employer identification number
23-7441972

Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts. Complete if the organization answered "Yes" to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		☐ Yes ☐ No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		☐ Yes ☐ No

Part II Conservation Easements. Complete if the organization answered "Yes" to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)
☐ Preservation of land for public use (e g , recreation or education) ☐ Preservation of an historically important land area
☐ Protection of natural habitat ☒ Preservation of a certified historic structure
☐ Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Year
a Total number of conservation easements	2
b Total acreage restricted by conservation easements	
c Number of conservation easements on a certified historic structure included in (a)	2
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ► 0

4 Number of states where property subject to conservation easement is located ► 1

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds? ☐ Yes ☒ No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ► 10 00

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ► \$ 750

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)? ☐ Yes ☐ No

9 In Part XIII, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements

Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets. Complete if the organization answered "Yes" to Form 990, Part IV, line 8.

1a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIII, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1

► \$

(ii) Assets included in Form 990, Part X

► \$

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1

► \$

b Assets included in Form 990, Part X

► \$

For Paperwork Reduction Act Notice, see the Instructions for Form 990.

Cat No 52283D

Schedule D (Form 990) 2012

Part III

Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)

- 3

Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)
- a

☐ Public exhibition

b

☐ Scholarly research

c

☐ Preservation for future generations

d

☐ Loan or exchange programs

e

☐ Other
- 4

Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIII
- 5

During the year, did the organization solicit or receive donations of art, historical treasures or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?

☐ Yes

☐ No

Part IV

Escrow and Custodial Arrangements. Complete if the organization answered "Yes" to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

- 1a

Is the organization an agent, trustee, custodian or other intermediary for contributions or other assets not included on Form 990, Part X?

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII and complete the following table
- c

Beginning balance

d

Additions during the year

e

Distributions during the year

f

Ending balance

	Amount
1c	
1d	
1e	
1f	
- 2a

Did the organization include an amount on Form 990, Part X, line 21?

☐ Yes

☐ No
- b

If "Yes," explain the arrangement in Part XIII. Check here if the explanation has been provided in Part XIII

☐

Part V

Endowment Funds. Complete if the organization answered "Yes" to Form 990, Part IV, line 10.

	(a)Current year	(b)Prior year	b (c)Two years back	(d)Three years back	(e)Four years back
1a Beginning of year balance	600,995	560,995	560,995	450,995	240,495
b Contributions		40,000		110,000	210,500
c Net investment earnings, gains, and losses	17,154	9,769			
d Grants or scholarships					
e Other expenditures for facilities and programs	17,154	9,769			
f Administrative expenses					
g End of year balance	600,995	600,995	560,995	560,995	450,995

- 2

Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as
- a

Board designated or quasi-endowment

6660 %

b

Permanent endowment

93340 %

c

Temporarily restricted endowment

The percentages in lines 2a, 2b, and 2c should equal 100%
- 3a

Are there endowment funds not in the possession of the organization that are held and administered for the organization by
- (i) unrelated organizations

3a(i)

Yes

No

(ii) related organizations

3a(ii)

Yes

No

b

If "Yes" to 3a(ii), are the related organizations listed as required on Schedule R?

3b

4

Describe in Part XIII the intended uses of the organization's endowment funds
- Part VI

Land, Buildings, and Equipment. See Form 990, Part X, line 10.
- | Description of property | (a) Cost or other basis (investment) | (b) Cost or other basis (other) | (c) Accumulated depreciation | (d) Book value |
|--|--------------------------------------|---------------------------------|------------------------------|----------------|
| 1a Land | | | | |
| b Buildings | | | | |
| c Leasehold improvements | | | | |
| d Equipment | | 51,764 | 45,306 | 6,458 |
| e Other | | 4,235 | 3,763 | 472 |
| Total. Add lines 1a through 1e (Column (d) must equal Form 990, Part X, column (B), line 10(c).) | | | | 6,930 |
- Schedule D (Form 990) 2012

Part XI Reconciliation of Revenue per Audited Financial Statements With Revenue per Return				
1	Total revenue, gains, and other support per audited financial statements		1	506,886
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
a	Net unrealized gains on investments	2a	13,632	
b	Donated services and use of facilities	2b	30,514	
c	Recoveries of prior year grants	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	44,146
3	Subtract line 2e from line 1		3	462,740
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	60	
b	Other (Describe in Part XIII)	4b	89,671	
c	Add lines 4a and 4b		4c	89,731
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12)		5	552,471

Part XII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return				
1	Total expenses and losses per audited financial statements		1	513,640
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
a	Donated services and use of facilities	2a	25,611	
b	Prior year adjustments	2b		
c	Other losses	2c		
d	Other (Describe in Part XIII)	2d		
e	Add lines 2a through 2d		2e	25,611
3	Subtract line 2e from line 1		3	488,029
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
a	Investment expenses not included on Form 990, Part VIII, line 7b	4a	60	
b	Other (Describe in Part XIII)	4b		
c	Add lines 4a and 4b		4c	60
5	Total expenses Add lines 3 and 4c. (This must equal Form 990, Part I, line 18)		5	488,089

Part XIII Supplemental Information

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9, Part III, lines 1a and 4, Part IV, lines 1b and 2b, Part V, line 4, Part X, line 2, Part XI, lines 2d and 4b, and Part XII, lines 2d and 4b. Also complete this part to provide any additional information.

Identifier	Return Reference	Explanation
DESCRIPTION OF HOW ORGANIZATION REPORTS CONSERVATION EASEMENTS	PART II, LINE 9	PRESERVATION EASEMENTS ARE LEGALLY BINDING DOCUMENTS, WHICH REQUIRE THAT HISTORIC PROPERTIES BE PRESERVED AND MAINTAINED. IN AUGUST 2011, A PRESERVATION AND CONSERVATION EASEMENT FOR THE FRED C. BALDWIN MEMORIAL HOME IN MAKAWAO, MAUI, HAWAII, WAS DONATED TO THE FOUNDATION. THE PURPOSE OF THE EASEMENT WAS TO ASSURE THAT THE ARCHITECTURAL, HISTORIC, CULTURAL, AND AESTHETIC FEATURES OF THE BUILDING'S EXTERIOR WILL BE RETAINED AND MAINTAINED FOREVER SUBSTANTIALLY IN THEIR APPEARANCE AND CONDITION AS THEY EXIST ON THE EFFECTIVE DATE OF THE EASEMENT FOR CONSERVATION AND PRESERVATION PURPOSES, TO PREVENT ANY USE OR CHANGE IN OF THE EASEMENT AREA THAT WILL SIGNIFICANTLY IMPACT OR INTERFERE WITH THE VISUAL BUFFER THAT THE EASEMENT AREA CREATES AROUND THE BUILDING. THE FOUNDATION, AS HOLDER OF THIS EASEMENT, IS CHARGED WITH MAKING SURE THE BUILDING'S EXTERIOR IS PRESERVED IN SUBSTANTIALLY THE SAME OR BETTER CONDITION AS EXISTED ON THE EFFECTIVE DATE OF THE EASEMENT, HOWEVER, THE OWNER OF THE HOUSE WILL DECIDE HOW IT IS TO BE USED AND WILL BE RESPONSIBLE FOR FINANCING ITS PRESERVATION. THE EASEMENT PROVIDES THE FOUNDATION WITH A VESTED REAL PROPERTY INTEREST IN THE PROPERTY THAT WAS NOT RECOGNIZED IN THE ACCOMPANYING FINANCIAL STATEMENTS BECAUSE A MAJOR UNCERTAINTY EXISTS ABOUT THE EXISTENCE OF VALUE, AND THE EASEMENT HAS NO ALTERNATIVE USE. PREVIOUSLY, A PARCEL OF PROPERTY WAS DONATED TO THE UNIVERSITY OF HAWAII BY THE ESTATE OF JEAN CHARLOT WITH A STIPULATION THAT THE FOUNDATION BE GIVEN A PRESERVATION AND CONSERVATION EASEMENT TO ASSIST IN PRESERVING AND MAINTAINING THE PROPERTY AND ITS ARCHITECTURAL, HISTORIC, AND CULTURAL FEATURES FOR THE BENEFIT OF THE PEOPLE OF HONOLULU. THE RESPONSIBILITY OF THE FOUNDATION, AS HOLDER OF THIS EASEMENT, IS TO REVIEW ANY PROPOSED CHANGES TO THE HOUSE TO ASSURE THE CHANGES DO NOT AFFECT THE HISTORICAL INTEGRITY OF THE BUILDING. THE FOUNDATION IS ALSO CHARGED WITH MAKING SURE THE BUILDING RECEIVES APPROPRIATE MAINTENANCE AND REPAIR, HOWEVER, THE UNIVERSITY, AS OWNER OF THE HOUSE, WILL DECIDE HOW IT IS TO BE USED AND WILL BE RESPONSIBLE FOR FINANCING ITS PRESERVATION. THE EASEMENT PROVIDES THE FOUNDATION WITH A VESTED REAL PROPERTY INTEREST IN THE PROPERTY THAT WAS NOT RECOGNIZED IN THE ACCOMPANYING FINANCIAL STATEMENTS BECAUSE A MAJOR UNCERTAINTY EXISTS ABOUT THE EXISTENCE OF VALUE, AND THE EASEMENT HAS NO ALTERNATIVE USE.
DESCRIPTION OF INTENDED USE OF ENDOWMENT FUNDS	PART V, LINE 4	HISTORIC HAWAII FOUNDATION (HHF) HOLDS THREE ENDOWMENTS, TOTALING \$560,995. THE BRETZLAFF FOUNDATION ENDOWMENT (\$225,000) WAS ESTABLISHED IN 1998 TO PROVIDE SUPPORT FOR THE OPERATIONS AND ACTIVITIES OF THE HISTORIC HAWAII FOUNDATION. THE HHF ENDOWMENT (\$15,495) PROVIDES SUPPORT FOR THE OPERATIONS AND ACTIVITIES OF THE HISTORIC HAWAII FOUNDATION. THE HAWAII PRESERVATION FUND ENDOWMENT (\$320,500) WAS INITIATED IN 2008 UNDER AN AGREEMENT WITH THE NATIONAL TRUST FOR HISTORIC PRESERVATION TO CREATE A DEDICATED FUNDING STREAM FOR PRESERVATION PROJECTS IN THE HAWAIIAN ISLANDS. THE AGREEMENT PROVIDES FOR A MUTUAL FUNDRAISING CAMPAIGN TO RAISE FUNDS FOR ANNUAL GRANTS THAT SUPPORT CULTURAL HERITAGE PRESERVATION EFFORTS, AND FOR RELATED TECHNICAL ASSISTANCE AND SUPPORT BY HHF. THE ENDOWMENT WILL BE HELD BY AND ADMINISTERED BY THE NATIONAL TRUST AT THE CONCLUSION OF THE FUNDRAISING CAMPAIGN. DURING THE YEAR OF DECEMBER 31, 2011, THE BOARD OF TRUSTEES OF THE FOUNDATION DESIGNATED \$40,000 OF UNRESTRICTED NET ASSETS AS AN EASEMENT STEWARDSHIP ENDOWMENT FUND TO SUPPORT ANNUAL EASEMENT STEWARDSHIP OBLIGATIONS FUNDS RECEIVED AS OF 12/31/12. TOTAL \$30,000. PLEDGES RECEIVABLE IN 2013 TOTAL \$10,000.
DESCRIPTION OF UNCERTAIN TAX POSITIONS UNDER FIN 48	PART X, LINE 2	ACCOUNTING PRINCIPLES GENERALLY ACCEPTED IN THE UNITED STATES OF AMERICA REQUIRE UNCERTAIN TAX POSITIONS TO BE RECOGNIZED IN THE FINANCIAL STATEMENTS IF THEY ARE MORE LIKELY THAN NOT TO FAIL UPON REGULATORY EXAMINATION. MANAGEMENT HAS EVALUATED THE FOUNDATION'S TAX POSITIONS AS OF DECEMBER 31, 2012 AND 2011 AND FOR THE YEARS THEN ENDED BY REVIEWING ITS INCOME TAX RETURNS AND CONFERRING WITH ITS TAX ADVISORS, AND DETERMINED THAT THE FOUNDATION HAD NO UNCERTAIN TAX POSITIONS REQUIRED TO BE REPORTED IN ACCORDANCE WITH SUCH GENERALLY ACCEPTED ACCOUNTING PRINCIPLES. THE INCOME TAX RETURNS ARE GENERALLY OPEN FOR EXAMINATION BY TAXING AUTHORITIES UNTIL THE STATUTES OF LIMITATIONS EXPIRES.
PART XI, LINE 4B - OTHER ADJUSTMENTS		INCREASE IN TEMPORARILY RESTRICTED NET ASSETS 89,671

SCHEDULE G
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information Regarding
Fundraising or Gaming Activities

Complete if the organization answered "Yes" to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a. Form 990-EZ filers are not required to complete this part.
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

2012

Open to Public
Inspection

Name of the organization
HISTORIC HAWAI'I FOUNDATION

Employer identification number
23-7441972

Part I Fundraising Activities. Complete if the organization answered "Yes" to Form 990, Part IV, line 17.

- 1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

a ☐ Mail solicitations

b ☐ Internet and email solicitations

c ☐ Phone solicitations

d ☐ In-person solicitations

e ☐ Solicitation of non-government grants

f ☐ Solicitation of government grants

g ☐ Special fundraising events
- 2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services? ☐ Yes ☐ No

b If "Yes," list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization.

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in col (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
Total ▶						

- 3 List all states in which the organization is registered or licensed to solicit funds or has been notified it is exempt from registration or licensing.
-
-

Part II Fundraising Events. Complete if the organization answered "Yes" to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		WINTER BENEFIT (event type)	(event type)	(total number)	(add col (a) through col (c))
Revenue	1	Gross receipts	261,235		261,235
	2	Less Contributions . . .	224,675		224,675
	3	Gross income (line 1 minus line 2)	36,560		36,560
Direct Expenses	4	Cash prizes			
	5	Noncash prizes . . .			
	6	Rent/facility costs . . .			
	7	Food and beverages .			
	8	Entertainment			
	9	Other direct expenses .	101,025		101,025
	10	Direct expense summary Add lines 4 through 9 in column (d) ▶			
	11	Net income summary Combine line 3, column (d), and line 10 ▶			
					(101,025)
					-64,465

Part III Gaming. Complete if the organization answered "Yes" to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming (add col (a) through col (c))
Revenue	1	Gross revenue			
	2	Cash prizes			
	3	Non-cash prizes			
	4	Rent/facility costs			
	5	Other direct expenses . . .			
Direct Expenses	6	Volunteer labor			
	7	Direct expense summary Add lines 2 through 5 in column (d) ▶			
	8	Net gaming income summary Combine lines 1 and 7 in column (d) ▶			

9 Enter the state(s) in which the organization operates gaming activities _____

a Is the organization licensed to operate gaming activities in each of these states? ☐ Yes ☐ No

b If "No," explain _____

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year? ☐ Yes ☐ No

b If "Yes," explain _____

Does the organization operate gaming activities with nonmembers? ☐ Yes ☐ No

12 Is the organization a grantor, beneficiary or trustee of a trust or a member of a partnership or other entity formed to administer charitable gaming? ☐ Yes ☐ No

13 Indicate the percentage of gaming activity operated in

a The organization's facility	13a	
b An outside facility	13b	

14 Enter the name and address of the person who prepares the organization's gaming/special events books and records

Name ▶

Address ▶

15a Does the organization have a contract with a third party from whom the organization receives gaming revenue? ☐ Yes ☐ No

b If "Yes," enter the amount of gaming revenue received by the organization ▶ \$ _____ and the amount of gaming revenue retained by the third party ▶ \$ _____

c If "Yes," enter name and address of the third party

Name ▶

Address ▶

16 Gaming manager information

Name ▶

Gaming manager compensation ▶ \$

Description of services provided ▶

☐ Director/officer ☐ Employee ☐ Independent contractor

17 Mandatory distributions

a Is the organization required under state law to make charitable distributions from the gaming proceeds to retain the state gaming license? ☐ Yes ☐ No

b Enter the amount of distributions required under state law distributed to other exempt organizations or spent in the organization's own exempt activities during the tax year ▶ \$ _____

Part IV Supplemental Information. Complete this part to provide the explanations required by Part I, line 2b, columns (iii) and (v), and Part III, lines 9, 9b, 10b, 15b, 15c, 16, and 17b, as applicable. Also complete this part to provide any additional information (see instructions).

Identifier	Return Reference	Explanation
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OMB No 1545-0047

Complete if the organization answered "Yes," to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990

Open to Public Inspection

Employer identification number
23-7441972

1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? ☒ Yes ☐ No

2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

[illegible]

For Paperwork Reduction Act Notice, see the Instructions for Form 990. Cat No 50055P **Schedule I (Form 990) 2012**

Part III

Grants and Other Assistance to Individuals in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 22.
Part III can be duplicated if additional space is needed.

(a)Type of grant or assistance	(b)Number of recipients	(c)Amount of cash grant	(d)Amount of non-cash assistance	(e)Method of valuation (book, FMV, appraisal, other)	(f)Description of non-cash assistance

Part IV

Supplemental Information.

Complete this part to provide the information required in Part I, line 2, Part III, column (b), and any other additional information

Identifier	Return Reference	Explanation
PROCEDURE FOR MONITORING GRANTS IN THE U S	PART I, LINE 2	SCHEDULE I, PART I, LINE 2 HHF DEVELOPED A GRANT REQUEST SUBMITTAL FORM AND CHECKLIST FOR REQUIRED INFORMATION, INCLUDING DESCRIPTION OF ORGANIZATIONAL PROFILE AND CAPACITY, SCOPE OF WORK, QUALIFICATIONS OF PROGRAM PERSONNEL, AND GRANT BUDGET A PORTION OF THE GRANT FUNDS ARE PROVIDED AT PROJECT INITIATION AND THE FINAL PORTION IS RELEASED ON PROJECT COMPLETION A FINAL REPORT IS REQUIRED ABOUT THE PROJECT OUTCOMES AND FINANCIAL REPORT HHF TYPICALLY CONDUCTS A SITE VISIT AT THE ON-SET AND CONCLUSION OF THE PROJECT TO CONFIRM THE SCOPE OF WORK

SCHEDULE O
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Supplemental Information to Form 990 or 990-EZ

Complete to provide information for responses to specific questions on
Form 990 or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

2012

Open to Public Inspection

Name of the organization HISTORIC HAWAII FOUNDATION	Employer identification number 23-7441972
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Identifier	Return Reference	Explanation
	FORM 990, PART V, LINE 2A	THE ORGANIZATION HAS A CO-EMPLOYMENT ARRANGEMENT WITH ALTRES, WHO IS THE OUTSOURCED HR/PAYROLL PROVIDER AND THE EMPLOYER OF RECORD THE ORGANIZATION IS THE WORKSITE EMPLOYER
	FORM 990, PART VI, SECTION A, LINE 2	FAMILY RELATIONSHIP NONE BUSINESS RELATIONSHIP YOUNG-CHUN, FLEMING-CAMPBELL, IOPA-CHUN, IOPA-CRISPIN, IOPA-MINATOISHI, IOPA-CHANG, IOPA-DICKHENS, IOPA-GOYA, IOPA-SATO
	FORM 990, PART VI, SECTION A, LINE 6	MEMBERS HAVE THE RIGHT TO ELECT THE MEMBERS OF THE GOVERNING BODY AND THE PRESIDENT OF THE BOARD OF TRUSTEES MEMBERS HAVE THE RIGHT TO AMEND THE BY-LAWS MEMBERS DO NOT HAVE THE RIGHT TO RECEIVE A SHARE OF THE ORGANIZATION'S ASSETS UPON THE ORGANIZATION'S DISSOLUTION
	FORM 990, PART VI, SECTION A, LINE 7A	HISTORIC HAWAII HAS MEMBERS
	FORM 990, PART VI, SECTION A, LINE 7B	THE MEMBERS TAKE ACTION ANNUALLY
	FORM 990, PART VI, SECTION B, LINE 11	HISTORIC HAWAII FOUNDATION SHALL ANNUALLY PREPARE REQUIRED FILINGS WITH THE INTERNAL REVENUE SERVICE (FORM 990) THE EXECUTIVE DIRECTOR SHALL FORWARD THE PRE-FINAL FORM 990 TO THE FINANCE COMMITTEE FOR REVIEW AND COMMENT THE EXECUTIVE DIRECTOR SHALL COMPLETE REVISIONS AS DIRECTED BY THE FINANCE COMMITTEE AND SHALL FORWARD THE FINAL FORM 990 TO THE BOARD OF TRUSTEES FOR REVIEW AND ACCEPTANCE PRIOR TO FILING THE FORM 990 WITH THE IRS
	FORM 990, PART VI, SECTION B, LINE 12C	BOARD MEMBERS COMPLETE CONFLICT OF INTEREST DISCLOSURE FORMS ANNUALLY IF A CONFLICT ARISES, THE BOARD MEMBER DISCLOSES THE CONFLICT, REFRAINS FROM THE DISCUSSION AND ABSTAINS FROM VOTING THE CONFLICT AND THE BOARD MEMBERS' ABSTENTION FROM THE ACTION IS DISCLOSED IN THE MEETING MINUTES
	FORM 990, PART VI, SECTION B, LINE 15	IN ACCORDANCE WITH THE POLICIES OF THE BOARD OF HISTORIC HAWAII FOUNDATION, AN EVALUATION OF CY2012 PERFORMANCE FOR EXECUTIVE DIRECTOR KIERSTEN FAULKNER WAS CONDUCTED FOLLOWING THIS PROCEDURE THE EVALUATION PROCESS WAS FACILITATED BY THE BOARD EXECUTIVE COMMITTEE, WITH THE OPPORTUNITY FOR PARTICIPATION BY THE ENTIRE BOARD IN FEBRUARY A REVIEW OF THE CURRENT JOB DESCRIPTION FOR THE EXECUTIVE DIRECTOR WAS CONDUCTED, AND AN EVALUATION CHECKLIST WAS FINALIZED AND CIRCULATED TO ALL BOARD MEMBERS AND THE EXECUTIVE DIRECTOR THE EVALUATION CHECKLIST WAS BASED UPON THE JOB DESCRIPTION AND THE ORGANIZATIONAL OBJECTIVES HISTORIC HAWAII FOUNDATION AND ITS STRATEGIC PLAN THE EVALUATION CHECKLISTS WERE COMPLETED BY BOARD MEMBERS AND A COMPILATION OF THE RESULTS (IN THE FORM OF A COMPOSITE CHECKLIST) WAS PREPARED AND PRESENTED TO THE BOARD IN EXECUTIVE SESSION THE EXECUTIVE DIRECTOR ALSO PREPARED A SEPARATE SELF EVALUATION, INCLUDING PROPOSED PERFORMANCE OBJECTIVES FOR CY2013 AT ITS MEETING IN EXECUTIVE SESSION THE BOARD REVIEWED THE COMPILATION OF THE EVALUATION CHECKLIST RESULTS AND DISCUSSED AND REACHED CONSENSUS ON EACH ITEM IN THE CHECKLIST AS REFLECTED IN THE COMPILATION THE BOARD ALSO DISCUSSED THE COMPENSATION OF THE EXECUTIVE DIRECTOR, TAKING INTO ACCOUNT THE CURRENT FINANCIAL CIRCUMSTANCES OF HISTORIC HAWAII FOUNDATION, THE PERFORMANCE OF THE EXECUTIVE DIRECTOR, THE ECONOMY STATUS OF HAWAII, THE UNDERSTANDING OF THE BOARD ON COMPENSATION OF EXECUTIVE DIRECTORS/CEOS OF COMPARABLE ORGANIZATIONS IN HAWAII AND THE REGION, AND ANY OTHER CIRCUMSTANCES
	FORM 990, PART VI, SECTION C, LINE 19	HISTORIC HAWAII FOUNDATION MAINTAINS COPIES OF ALL ORGANIZATIONAL DOCUMENTS, INCLUDING THE ARTICLES OF INCORPORATION, BY-LAWS AND DETERMINATION OF 501(C)(3) TAX EXEMPT STATUS IN PERPETUITY HISTORIC HAWAII FOUNDATION MAINTAINS COPIES OF ITS ANNUAL FILING WITH THE INTERNAL REVIEW SERVICE (FORM 990), ANNUAL AUDIT OF FINANCIAL STATEMENTS, AND ANNUAL REPORTS FOR A PERIOD OF SIX YEARS SUCH DOCUMENTS ARE AVAILABLE FOR PUBLIC INSPECTION AT THE CORPORATION OFFICE DURING NORMAL OFFICE HOURS
	FORM 990, PART IX, LINES 7 AND 10	PAYROLL TAXES ARE INCLUDED ON LINE 7 (OTHER SALARIES AND WAGES) INSTEAD OF LINE 10 (PAYROLL TAXES)

Additional Data

Software ID:

Software Version:

EIN: 23-7441972

Name: HISTORIC HAWAI'I FOUNDATION

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
NORB BUELSING AT LARGE OFFICER	1 00	X		X				0	0	0
JEAN CAMPBELL SECRETARY	1 00	X		X				0	0	0
DAWN NS CHANG DIRECTOR	1 00	X						0	0	0
KEVIN COCKETT DIRECTOR	1 00	X						0	0	0
BLAIR COLLIS DIRECTOR	1 00	X						0	0	0
GREG DICKHENS DIRECTOR	1 00	X						0	0	0
STANTON ENOMOTO DIRECTOR	1 00	X						0	0	0
MARCY E FLEMING DIRECTOR	1 00	X						0	0	0
MICHAEL D FORMBY DIRECTOR	1 00	X						0	0	0
ANN BECKER GOMMERS DIRECTOR	1 00	X						0	0	0
LES Y GOYA AT LARGE OFFICER	1 00	X		X				0	0	0
ANNA GRUNE DIRECTOR	1 00	X						0	0	0
FRANK HAAS PRESIDENT	1 00	X		X				0	0	0
RICHARD HOUCK DIRECTOR	1 00	X						0	0	0
ROBERT IOPA PAST PRESIDENT	1 00	X		X				0	0	0
JOANNA KAWAMOTO DIRECTOR	1 00	X						0	0	0
SAMUEL AB LYONS DIRECTOR	1 00	X						0	0	0
NANCY MAEDA DIRECTOR	1 00	X						0	0	0
MAKANI MAEVA DIRECTOR	1 00	X						0	0	0
WENDIE MCALLASTER SECOND VICE PRESIDENT	1 00	X		X				0	0	0
TONY MIZUNO FIRST VICE PRESIDENT	1 00	X		X				0	0	0
LANCE PARKER DIRECTOR	1 00	X						0	0	0
RONALD SATO DIRECTOR	1 00	X						0	0	0
PATRICIA SHEEHAN DIRECTOR	1 00	X						0	0	0
RAMSAY TAUM DIRECTOR	1 00	X						0	0	0

Form 990, Part VII - Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors										
(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional Trustee	Officer	Key employee	Highest compensated employee	Former			
KIMO TODD TREASURER	1 00	X		X				0	0	0
TOM YOUNG DIRECTOR	1 00	X						0	0	0
DAVID CHEEVER DIRECTOR (FORMER)	1 00	X						0	0	0
GREGORY CHUN DIRECTOR (FORMER)	1 00	X						0	0	0
ERIC CRISPIN DIRECTOR (FORMER)	1 00	X						0	0	0
CINDY EVANS DIRECTOR (FORMER)	1 00	X						0	0	0
TIMOTHY E JOHNS DIRECTOR (FORMER)	1 00	X						0	0	0
LORRAINE MINATOISHI DIRECTOR (FORMER)	1 00	X						0	0	0
CURT NAKAMURA DIRECTOR (FORMER)	1 00	X						0	0	0
ROBERT NOBRIGA DIRECTOR (FORMER)	1 00	X						0	0	0
MICHAEL J O'MALLEY DIRECTOR (FORMER)	1 00	X						0	0	0
MIKIO SATO DIRECTOR (FORMER)	1 00	X						0	0	0
KIERSTEN FAULKNER EXECUTIVE DIRECTOR	40 00			X				87,285	0	7,830