Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: FINANCE FACTORS FOUNDATON

A Employer identification number: 31-1642776

Number and street (or P O box number if mail is not delivered to street address): 1164 BISHOP STREET

Room/suite: 1089

B Telephone number (see instructions): 808-548-3393

City or town, state, and ZIP code: HONOLULU HI 96813-2815

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ $ 1,459,005

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	3,820	3,820		
	4	Dividends and interest from securities	41,553	41,553		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	65,658			
	b	Gross sales price for all assets on line 6a 395,711				
	7	Capital gain net income (from Part IV, line 2)		65,658		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less. Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	111,031	111,031	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule) Stmt 1	3,971			
	c	Other professional fees (attach schedule) Stmt 2	9,667	9,667		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) Stmt 3	3,178			
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att sch) Stmt 4	2,983	2,983		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	19,799	12,650	0	0
	25	Contributions, gifts, grants paid	69,226			69,226
	26	**Total expenses and disbursements.** Add lines 24 and 25	89,025	12,650	0	69,226
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	22,006			
	b	**Net investment income** (if negative, enter -0-)		98,381		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets

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

			Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash – non-interest-bearing		7,465	7,465
	2	Savings and temporary cash investments	19,987	21,004	21,004
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (att schedule) ▶			
		Less: allowance for doubtful accounts ▶ 0			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U S. and state government obligations (attach schedule)			
	b	Investments – corporate stock (attach schedule) See Stmt 5	1,108,740	1,122,264	1,336,734
	c	Investments – corporate bonds (attach schedule) See Stmt 6	76,000	76,000	76,002
	11	Investments – land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach sch) ▶			
	15	Other assets (describe ▶ See Statement 7)	17,800	17,800	17,800
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)	1,222,527	1,244,533	1,459,005
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	1,222,527	1,244,533	
	30	**Total net assets or fund balances** (see instructions)	1,222,527	1,244,533	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,222,527	1,244,533	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year – Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,222,527
2	Enter amount from Part I, line 27a	2	22,006
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,244,533
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	1,244,533

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Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P – Purchase D – Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	See Worksheet			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	65,658
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	3,787

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

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

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

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

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

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	67,814	1,386,699	0.048903
2010	81,293	1,295,295	0.062760
2009	441,132	1,454,887	0.303207
2008	100,995	1,813,062	0.055704
2007	90,182	2,153,244	0.041882

2	**Total** of line 1, column (d)	2	0.512456
3	Average distribution ratio for the 5-year base period – divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.102491
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,442,818
5	Multiply line 4 by line 3	5	147,876
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	984
7	Add lines 5 and 6	7	148,860
8	Enter qualifying distributions from Part XII, line 4	8	69,226

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	1,968
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	2	0
3	Add lines 1 and 2	3	1,968
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	1,968
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a 2,093		
b	Exempt foreign organizations – tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	2,093
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	19
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	106
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 106 Refunded ▶	11	

Part VII-A **Statements Regarding Activities**

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation. ▶ $ ______ **(2)** On foundation managers. ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ HI			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ ROBERT H.Y. LEONG & COMPANY Telephone no. ▶ 808-523-1621
1164 BISHOP STREET, SUITE 530
Located at ▶ HONOLULU HI ZIP+4 ▶ 96813-2815

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A	1c		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ 20 , 20 , 20 , 20			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ 20 , 20 , 20 , 20			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

			Yes	No
5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A	5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d)			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	6b		X
	If "Yes" to 6b, file Form 8870			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 8				

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

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

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes:		
a	Average monthly fair market value of securities	1a	1,399,931
b	Average of monthly cash balances	1b	47,059
c	Fair market value of all other assets (see instructions)	1c	17,800
d	**Total** (add lines 1a, b, and c)	1d	1,464,790
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	1,464,790
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	21,972
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,442,818
6	**Minimum investment return.** Enter 5% of line 5	6	72,141

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

1	Minimum investment return from Part X, line 6	1	72,141
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,968		
b	Income tax for 2012 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	1,968
3	Distributable amount before adjustments Subtract line 2c from line 1	3	70,173
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	70,173
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	70,173

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc – total from Part I, column (d), line 26	1a	69,226
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	69,226
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	69,226

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

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1	Distributable amount for 2012 from Part XI, line 7				70,173
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			18,193	
b	Total for prior years: 20 ____ , 20 ____ , 20 ____				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 69,226				
a	Applied to 2011, but not more than line 2a			18,193	
b	Applied to undistributed income of prior years (Election required – see instructions)				
c	Treated as distributions out of corpus (Election required – see instructions)				
d	Applied to 2012 distributable amount				51,033
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount – see instructions				
e	Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				19,140
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

DAA

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

JUNE YIP 808-548-3393
1164 BISHOP STREET SUITE 1089 HONOLULU HI 96813

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

See Statement 9

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
See Statement 10				69,226
Total			▶ 3a	69,226
b Approved for future payment				
N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,820	
4 Dividends and interest from securities			14	41,553	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	65,658	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		111,031	0

13 Total. Add line 12, columns (b), (d), and (e) 13 111,031

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

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

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

DAA

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee: [signature] Date: 11/7/13 Title: Assistant Treasurer.

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
DARRYL T. KOMO	[signature]	11/07/13	
Firm's name ▶ Robert H.Y. Leong & Company		PTIN	P00149853
Firm's address ▶ 1164 Bishop St Ste 530 Honolulu, HI 96813		Firm's EIN ▶	99-0183523
		Phone no	808-523-1621

Form **990-PF** | **Capital Gains and Losses for Tax on Investment Income** | **2012**

For calendar year 2012, or tax year beginning , and ending

Name: FINANCE FACTORS FOUNDATON

Employer Identification Number: 31-1642776

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	APPLE INC.	P	11/15/04	02/16/12
(2)	CORNING INC.	P	07/08/09	02/16/12
(3)	CORNING INC.	P	04/08/10	02/16/12
(4)	EXELON CORP.	P	10/11/10	02/16/12
(5)	JOHNSON CONTROLS INCORP	P	03/25/10	02/16/12
(6)	ORACLE CORP.	P	02/09/10	02/16/12
(7)	ROSS STORES INC.	P	01/29/10	02/16/12
(8)	V F CORPORATION	P	07/16/08	02/16/12
(9)	V F CORPORATION	P	07/17/08	02/16/12
(10)	EDISON INTERNATION	P	12/12/11	02/16/12
(11)	WILLIAMS SONOMA	P	12/12/11	02/16/12
(12)	AMERICAN EXPRESS CO	P	01/29/10	03/23/12
(13)	APPLE INC.	P	11/15/04	03/23/12
(14)	INTL BUSINESS MACHINES	P	11/11/05	03/23/12
(15)	JP MORGAN CHASE	P	09/18/09	03/23/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	9,033		493	8,540
(2)	6,722		7,646	-924
(3)	137		198	-61
(4)	11,855		12,948	-1,093
(5)	13,393		13,050	343
(6)	17,616		14,321	3,295
(7)	6,183		2,811	3,372
(8)	3,615		1,828	1,787
(9)	723		363	360
(10)	13,480		12,645	835
(11)	12,129		12,636	-507
(12)	4,005		2,677	1,328
(13)	4,184		192	3,992
(14)	4,112		1,692	2,420
(15)	899		897	2

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				8,540
(2)				-924
(3)				-61
(4)				-1,093
(5)				343
(6)				3,295
(7)				3,372
(8)				1,787
(9)				360
(10)				835
(11)				-507
(12)				1,328
(13)				3,992
(14)				2,420
(15)				2

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** **2012**

For calendar year 2012, or tax year beginning , and ending

Name: FINANCE FACTORS FOUNDATON

Employer Identification Number: 31-1642776

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	LIMITED BRANDS INC.	P	02/28/11	03/23/12
(2)	MATTEL INC.	P	11/09/09	03/23/12
(3)	MICROSOFT CORP	P	02/21/03	03/23/12
(4)	MICROSOFT CORP	P	04/23/03	03/23/12
(5)	PHILLIP MORRIS INTL	P	12/12/02	03/23/12
(6)	V F CORPORATION	P	07/17/08	03/23/12
(7)	WELLS FARGO & CO	P	05/20/09	03/23/12
(8)	CAPITAL ONE FINANCIAL CORP	P	04/20/11	03/23/12
(9)	CBS CORP NEW CL	P	10/13/11	03/23/12
(10)	AMERICAN EXPRESS CO	P	01/29/10	04/26/12
(11)	AMERICAN EXPRESS CO	P	05/19/10	04/26/12
(12)	LIMITED BRANDS	P	02/28/11	04/26/12
(13)	MERCK & CO	P	08/03/06	04/26/12
(14)	MERCK & CO	P	02/08/07	04/26/12
(15)	MERCK & CO	P	07/16/08	04/26/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	4,834		3,192	1,642
(2)	3,373		2,004	1,369
(3)	1,909		1,486	423
(4)	1,273		1,036	237
(5)	3,036		759	2,277
(6)	1,464		727	737
(7)	2,010		1,480	530
(8)	2,220		2,018	202
(9)	2,849		2,112	737
(10)	15,465		9,942	5,523
(11)	1,784		1,196	588
(12)	16,045		10,215	5,830
(13)	1,924		2,086	-162
(14)	1,924		2,201	-277
(15)	12,426		7,159	5,267

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				1,642
(2)				1,369
(3)				423
(4)				237
(5)				2,277
(6)				737
(7)				530
(8)				202
(9)				737
(10)				5,523
(11)				588
(12)				5,830
(13)				-162
(14)				-277
(15)				5,267

Form 990-PF Capital Gains and Losses for Tax on Investment Income 2012

For calendar year 2012, or tax year beginning , and ending

Name: FINANCE FACTORS FOUNDATON

Employer Identification Number: 31-1642776

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	MERCK & CO	P	07/17/08	04/26/12
(2)	PITNEY BOWES INC	P	11/09/09	04/26/12
(3)	PITNEY BOWES INC	P	04/08/10	04/26/12
(4)	PITNEY BOWES INC	P	07/16/10	04/26/12
(5)	ROSS STORES	P	01/29/10	04/26/12
(6)	CBS CORP NEW CL	P	10/13/11	04/26/12
(7)	MACYS INC	P	05/25/11	04/26/12
(8)	JP MORGAN CHASE	P	09/18/09	06/14/12
(9)	JP MORGAN CHASE	P	11/09/09	06/14/12
(10)	JP MORGAN CHASE	P	04/20/10	06/14/12
(11)	JP MORGAN CHASE	P	05/19/10	06/14/12
(12)	MATTEL INC	P	11/09/09	06/14/12
(13)	WATSON PHARMACEUTICAL	P	11/18/08	08/29/12
(14)	WELLPOINT INC	P	08/07/98	08/29/12
(15)	BRINKER INTL	P	02/16/12	08/29/12

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	3,962		2,274	1,688
(2)	6,107		9,003	-2,896
(3)	1,696		2,457	-761
(4)	1,866		2,543	-677
(5)	1,834		703	1,131
(6)	2,039		1,408	631
(7)	4,874		3,395	1,479
(8)	1,034		1,346	-312
(9)	8,963		11,368	-2,405
(10)	2,413		3,204	-791
(11)	7,239		8,291	-1,052
(12)	17,276		10,824	6,452
(13)	4,945		1,381	3,564
(14)	12,364		2,841	9,523
(15)	3,137		2,529	608

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(1)				1,688
(2)				-2,896
(3)				-761
(4)				-677
(5)				1,131
(6)				631
(7)				1,479
(8)				-312
(9)				-2,405
(10)				-791
(11)				-1,052
(12)				6,452
(13)				3,564
(14)				9,523
(15)				608

Capital Gains and Losses for Tax on Investment Income

Form **990-PF** — **2012**

For calendar year 2012, or tax year beginning , and ending

Name	Employer Identification Number
FINANCE FACTORS FOUNDATON	31-1642776

	(a) List and describe the kind(s) of property sold, e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
(1)	EATON CORPORATION	P	09/16/11	08/29/12
(2)	INTERPUBLIC GROUP OF COS	P	04/26/12	08/29/12
(3)	LOWES COMPANIES	P	04/26/12	08/29/12
(4)	QUALCOMM INC	P	02/16/12	08/29/12
(5)	WILLIAMS CO INC	P	02/16/12	08/29/12
(6)	CLIFFS NATURAL RESOURCES	P	04/20/11	11/02/12
(7)	CLIFFS NATURAL RESOURCES	P	10/13/11	11/02/12
(8)	GENUINE PARTS CO	P	02/28/11	11/02/12
(9)	INTEL CORP	P	07/20/11	11/02/12
(10)	ROSS STORES	P	01/29/10	11/02/12
(11)				
(12)				
(13)				
(14)				
(15)				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
(1)	10,452		9,155	1,297
(2)	17,101		18,857	-1,756
(3)	15,110		16,645	-1,535
(4)	16,848		16,803	45
(5)	15,619		13,868	1,751
(6)	5,514		14,420	-8,906
(7)	1,838		3,111	-1,273
(8)	20,772		17,400	3,372
(9)	17,760		18,361	-601
(10)	14,326		5,856	8,470
(11)				
(12)				
(13)				
(14)				
(15)				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
(1)				1,297
(2)				-1,756
(3)				-1,535
(4)				45
(5)				1,751
(6)				-8,906
(7)				-1,273
(8)				3,372
(9)				-601
(10)				8,470
(11)				
(12)				
(13)				
(14)				
(15)				

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
Indirect Accounting Fees	$ 3,971	$	$	$
Total	$ 3,971	$ 0	$ 0	$ 0

Statement 2 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INVESTMENT MANAGEMENT FEES	$ 9,667	$ 9,667	$	$
Total	$ 9,667	$ 9,667	$ 0	$ 0

Statement 3 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FEDERAL TAXES	$ 3,178	$	$	$
Total	$ 3,178	$ 0	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
Expenses				
MISCELLANEOUS	2,983	2,983		
Total	$ 2,983	$ 2,983	$ 0	$ 0

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
AETNA INC	$ 11,764	$ 11,764	Cost	$ 12,504
AFLAC INC	4,031	4,031	Cost	3,187
AFLAC INC	6,000	6,001	Cost	12,749
ALTRIA GROUP INC	1,142	1,142	Cost	3,773
ALTRIA GROUP INC	2,273	2,273	Cost	4,716
ALTRIA GROUP INC	2,056	2,056	Cost	2,830
ALTRIA GROUP INC	6,204	6,204	Cost	9,432
AMERICAN EXPRESS	12,619		Cost	
AMERICAN EXPRESS	1,196		Cost	
AMERICAN WATERWORKS CO	11,867	11,867	Cost	15,966
AMGEN INC		16,332	Cost	19,826
APACHE CORP	12,278	12,278	Cost	10,205
APACHE CORP	1,740	1,740	Cost	1,570
APACHE CORP		1,893	Cost	1,570
APPLE COMPUTER INC	2,741	2,055	Cost	39,913
BRINKER INTL INC		10,960	Cost	12,086
BROADCOM CORP CL A	8,890	8,840	Cost	8,303
BUNGE LTD	13,109	13,109	Cost	13,084
BUNGE LTD		2,324	Cost	2,908
CAPITAL ONE FINANCIAL CORP	15,134	13,116	Cost	15,062
CATERPILLAR	11,079	11,079	Cost	16,130
CENTURYLINK INC		14,621	Cost	14,866
CBS CORP NEW CL B SHARS	15,722	12,202	Cost	19,786
CF INDUSTRIES HOLDINGS INC		12,210	Cost	12,190
CHEVRON	22,835	22,835	Cost	29,198
CISCO SYS INC		13,986	Cost	15,720
CLIFFS NATURAL RESOURCES INC	14,420		Cost	
CLIFFS NATURAL RESOURCES INC	3,111		Cost	
CONOCOPHILLIPS	879	677	Cost	2,320
CONOCOPHILLIPS	13,179	10,160	Cost	14,498
CORNING INC	7,646		Cost	
CORNING INC	198		Cost	
CSX CORP	309	309	Cost	592
CSX CORP	7,238	7,238	Cost	14,798
CUMMINS INC		15,941	Cost	14,086
DUN & BRADSTREET CP		18,076	Cost	17,303
EATON CORPORATION	9,155		Cost	
EDISON INTERNATIONAL	12,645		Cost	
EQUITY RESIDENTIAL	12,279	12,279	Cost	21,535

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
EXELON CORP	$ 12,948	$	Cost	$
FIFTH 3RD BANCORP OHIO		12,948	Cost	15,200
FREEPORT MCMORAN CP	9,833	9,833	Cost	9,576
FREEPORT MCMORAN CP	2,080	2,080	Cost	2,052
FREEPORT MCMORAN CP	2,819	2,819	Cost	2,736
GAP		14,214	Cost	12,416
GENERAL ELECTRIC	1,230	1,230	Cost	840
GENERAL ELECTRIC	5,788	5,788	Cost	4,198
GENERAL ELECTRIC	2,236	2,236	Cost	2,099
GENERAL ELECTRIC	7,177	7,177	Cost	6,297
GENERAL ELECTRIC	10,645	10,645	Cost	6,297
GENERAL ELECTRIC	7,130	7,130	Cost	4,198
GENUINE PARTS CO	17,400		Cost	
H&R BLOCK INC	13,231	13,231	Cost	17,456
HALLIBURTON CO	18,133	18,133	Cost	13,529
HALLIBURTON CO	2,106	2,106	Cost	2,081
HELMERICH & PAYNE	14,377	14,377	Cost	14,003
HONEYWELL INTERNATIONAL INC	13,273	13,273	Cost	14,598
IBM	12,692	11,000	Cost	24,902
INTEL CORP	18,361		Cost	
INTERNATIONAL PAPER CO.	15,343	15,343	Cost	16,733
INTERNATIONAL PAPER CO.	2,813	2,813	Cost	7,968
JOHNSON CONTROLS INCORP.	13,050		Cost	
JP MORGAN CHASE	2,243		Cost	
JP MORGAN CHASE	3,204		Cost	
JP MORGAN CHASE	11,368		Cost	
JP MORGAN CHASE	8,291		Cost	
LIMITED BRANDS INC	13,406		Cost	
LINCOLN NTL CORP IND	13,367	13,367	Cost	12,691
LINCOLN NTL CORP		2,317	Cost	2,849
MACY'S INC	14,710	11,315	Cost	15,608
MATTEL INC	12,829		Cost	
MERCK & CO	2,086	15,110	Cost	14,329
MERCK & CO	2,201		Cost	
MERCK & CO	7,159		Cost	
MERCK & CO	2,274		Cost	
METLIFE INC	17,131	17,131	Cost	8,235
METLIFE INC	4,979	4,979	Cost	3,623
METLIFE INC		2,625	Cost	2,965

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
MICROSOFT CORP	$ 1,486	$	Cost	$
MICROSOFT CORP	5,180	4,144	Cost	4,274
MICROSOFT CORP	12,661	12,661	Cost	13,355
MICROSOFT CORP	5,159	5,159	Cost	5,609
MYLAN INC	9,723	9,723	Cost	13,451
MYLAN INC	1,470	1,470	Cost	2,196
ORACLE CORP	14,321	17,380	Cost	18,326
PFIZER INC			Cost	
PFIZER INC	5,746	5,746	Cost	4,013
PFIZER INC	7,951	7,951	Cost	7,524
PFIZER INC	5,164	5,164	Cost	5,016
PFIZER INC	7,219	7,219	Cost	7,524
PFIZER INC	5,624	5,624	Cost	5,267
PHILLIP MORRIS INTL INC	1,843	1,084	Cost	4,182
PHILLIP MORRIS INTL INC	5,179	5,179	Cost	12,546
PHILLIP MORRIS INTL INC	4,684	4,684	Cost	7,528
PHILLIPS 66 COM		201	Cost	1,062
PHILLIPS 66 COM		3,019	Cost	6,638
PITNEY BOWES INC	9,003		Cost	
PITNEY BOWES INC	2,457		Cost	
PITNEY BOWES INC	2,543		Cost	
PPL CORPORATION		15,593	Cost	15,174
RAYTHEON CO.	7,209	7,209	Cost	9,210
ROSS STORES	9,371		Cost	
TARGET CORP.		16,734	Cost	15,384
TUPPERWARE BRANDS CORP	14,208	14,208	Cost	14,743
UNITED HEALTH GROUP	8,688	8,688	Cost	15,730
U S BANCORP COM		17,593	Cost	17,567
V F CORP	1,828		Cost	
V F CORP	9,082	7,992	Cost	16,607
VERIZON COMMUNICATIONS	20,065	20,065	Cost	22,717
VISA INC		21,605	Cost	22,737
WATSON PHARMA	4,372	2,991	Cost	11,180
WELL POINT INC	2,841		Cost	
WELLS FARGO CO	6,906	5,427	Cost	7,520
WELLS FARGO CO	1,084	1,084	Cost	1,367
WELLS FARGO CO	8,787	8,787	Cost	10,938
WELLS FARGO CO	3,922	3,922	Cost	4,443
WELLS FARGO CO	2,304	2,304	Cost	3,076

Federal Statements

Statement 5 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments (continued)

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
WESTERN DIGITAL	$	$ 9,605	Cost	$ 10,198
WHIRLPOOL CORP		10,452	Cost	14,245
WILLIAMS SONOMA	12,636		Cost	
WYNDHAM WORLDWIDE CORP		15,332	Cost	15,963
ISHARES BARCLAYS TIPS BOND FUND	34,205	34,205	Cost	41,279
ISHARES BARCLAYS TIPS BOND FUND	52,187	52,187	Cost	60,705
ISHARES BARCLAYS TIPS BOND FUND	36,356	36,356	Cost	42,494
MFS CHARTER INCOME TRUST SBI	18,858	18,858	Cost	22,264
MFS CHARTER INCOME TRUST SBI	8,400	8,400	Cost	9,918
MFS CHARTER INCOME TRUST SBI	37,004	37,004	Cost	42,504
MFS INTERMEDIATE INCM TR SBI	19,591	18,672	Cost	19,771
MFS INTERMEDIATE INCM TR SBI	13,149	12,520	Cost	13,524
MFS INTERMEDIATE INCM TR SBI	27,837	26,460	Cost	29,624
ISHARES IBOXX INVEST GR COR FUND	45,859	45,859	Cost	49,606
ISHARES IBOXX INVEST GR COR FUND	32,926	32,926	Cost	36,297
CA INC			Cost	1,253
Total	$ 1,108,740	$ 1,122,264		$ 1,336,734

Statement 6 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
GENERAL ELECTRIC CORP BONDS	$ 76,000	$ 76,000	Cost	$ 76,002
Total	$ 76,000	$ 76,000		$ 76,002

Statement 7 - Form 990-PF, Part II, Line 15 - Other Assets

Description	Beginning of Year	End of Year	Fair Market Value
ART OBJECTS	$ 17,800	$ 17,800	$ 17,800
Total	$ 17,800	$ 17,800	$ 17,800

Federal Statements

Statement 8 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
DANIEL B. T. LAU 704 ONAHA STREET HONOLULU HI 96816	PRES/SEC/DIR	0.20	0	0	0
RUSSELL J. LAU 1503 UALAKAA PLACE HONOLULU HI 96822	VP/TREAS./DI	0.20	0	0	0
PATRICK CHUN 1164 BISHOP STREET HONOLULU HI 96813	VP	0.20	0	0	0
JEFFREY D. LAU 4734 ANALII STREET HONOLULU HI 96825	V.P./ASST SE	0.20	0	0	0
JUNE YIP 1164 BISHOP STREET HONOLULU HI 96813	VP/ASST. TRE	0.20	0	0	0
DALE FONG 1446-C ALEWA DRIVE HONOLULU HI 96817	DIRECTOR	0.20	0	0	0
JENNIFER CHAPMAN 91-1036 KAUOHA STREET EWA BEACH HI 96706	DIRECTOR	0.20	0	0	0
PEARL FONG 1565 ALA AMOAMO STREET HONOLULU HI 96819	DIRECTOR	0.20	0	0	0

Statement 9 - Form 990-PF, Part XV, Line 2b - Application Format and Required Contents

Description
APPLICANT MUST SUBMIT WRITTEN INFORMATION CONCERNING THEIR ORGANIZATION AND ITS PURPOSE FOR REVIEW BY THE BOARD OF DIRECTORS.

Form 990-PF, Part XV, Line 2c - Submission Deadlines

Description
NONE

Form 990-PF, Part XV, Line 2d - Award Restrictions or Limitations

Description
NONE

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
AHAHUI KOA ANUENUE			EDUCATION	4,000
ALOHA COUNCIL			COMMUNITY & CIVIC AFFAIRS	500
ALOHA MEDICAL MISSION			HEALTH & HUMAN SERVICES	200
ALOHA UNITED WAY			COMMUNITY & CIVIC AFFAIRS	1,000
AMERICAN CANCER SOCIETY			HEALTH & HUMAN SERVICES	
AMERICAN HEART ASSOCIATION			HEALTH & HUMAN SERVICES	3,500
AMERICAN RED CROSS			COMMUNITY & CIVIC AFFAIRS	
ASSETS SCHOOL			EDUCATION	3,000
BETTER BUSINESS BUREAU			COMMUNITY & CIVIC AFFAIRS	1,300
BIG BROTHERS BIG SISTERS			COMMUNITY & CIVIC AFFAIRS	100
CHILD AND FAMILY SERVICE			COMMUNITY & CIVIC AFFAIRS	1,000
CHINESE CHAMBER OF COMMERCE			COMMUNITY & CIVIC AFFAIRS	2,500
CHINESE CHAMBER OF COMMERCE			COMMUNITY & CIVIC AFFAIRS	4,600
CHINESE COMMUNITY ACTION COALITION			COMMUNITY & CIVIC AFFAIRS	500
DB PRODUCTIONS			COMMUNITY & CIVIC AFFAIRS	6,000
EAST WEST CENTER FOUNDATION			EDUCATION	500
EASTER SEALS HAWAII			COMMUNITY & CIVIC AFFAIRS	
ERICA'S HOUSE			COMMUNITY & CIVIC AFFAIRS	
FRIENDS OF EAST-WEST CENTER			EDUCATION	100

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
FRIENDS OF NIU VALLEY			EDUCATION	100
HALE MAKUA HEALTH SERVICES			COMMUNITY & CIVIC AFFAIRS	500
HAWAII ACADEMY			COMMUNITY & CIVIC AFFAIRS	500
HAWAII FOODBANK			COMMUNITY & CIVIC AFFAIRS	100
GIRL SCOUTS OF HAWAII			COMMUNITY & CIVIC AFFAIRS	
HAWAII MEALS ON WHEELS			COMMUNITY & CIVIC AFFAIRS	100
HAWAII HOTEL			COMMUNITY & CIVIC AFFAIRS	
HAWAII PACIFIC UNIVERSITY			EDUCATION	200
HAWAIIAN HUMANE SOCIETY			COMMUNITY & CIVIC AFFAIRS	75
HONOLULU HABILITAT FOR HUMANITY			COMMUNITY & CIVIC AFFAIRS	100
HOSPICE OF HAWAII			HEALTH & HUMAN SERVICES	100
HOSPICE OF HILO			HEALTH & HUMAN SERVICES	200
JAPAN-AMERICA SOCIETY			COMMUNITY & CIVIC AFFAIRS	
JAPAN-AMERICA SOCIETY			COMMUNITY & CIVIC AFFAIRS	
JUNIOR ACHIEVEMENT			COMMUNITY & CIVIC AFFAIRS	3,000
KAUAI HIGH SCHOOL FOUNDATION			EDUCATION	200
KEIKI O KA AINA FAMILY			COMMUNITY & CIVIC AFFAIRS	1,000
KEY PROJECT			COMMUNITY & CIVIC AFFAIRS	200

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
LEGAL AID SOCIETY OF HAWAII			COMMUNITY & CIVIC AFFAIRS	300
LOKAHI			COMMUNITY & CIVIC AFFAIRS	2,500
LUNALILO HOME			COMMUNITY & CIVIC AFFAIRS	
LUPUS HAWAII			HEALTH & HUMAN SERVICES	
MAKE A WISH FOUNDATION			COMMUNITY & CIVIC AFFAIRS	200
MALAMA MANOA			COMMUNITY & CIVIC AFFAIRS	200
MARCH OF DIMES HAWAII CHAPTER			HEALTH & HUMAN SERVICES	
MCKINLEY ALUMNI ASSOCIATION			EDUCATION	372
MID-PACIFIC INSTITUTE			EDUCATION	2,500
MISS ASIAN AMERICAN PAGEANT			COMMUNITY & CIVIC AFFAIRS	500
MUSCULAR DYSTROPHY ASSOCIATION			COMMUNITY & CIVIC AFFAIRS	
NATIONAL MULTIPLE SCLEROSIS			COMMUNITY & CIVIC AFFAIRS	2,500
NATIONAL MULTIPLE SCLEROSIS			HEALTH & HUMAN SERVICES	100
NATIONAL MULTIPLE SCLEROSIS			COMMUNITY & CIVIC AFFAIRS	
NATIVE HAWAIIAN LEGAL CORP.			EDUCATION	300
PALAMA SETTLEMENT			COMMUNITY & CIVIC AFFAIRS	1,000
PALOLO CHINESE HOME			COMMUNITY & CIVIC AFFAIRS	5,000
PBS HAWAII			COMMUNITY & CIVIC AFFAIRS	135

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address Relationship	Status	Purpose	Amount
PCH DYNASTY INVITATIONAL			COMMUNITY & CIVIC AFFAIRS	1,000
PEARL CITY HIGH SCHOOL			EDUCATION	3,000
PUBLIC SCHOOLS OF HAWAII			EDUCATION	300
REHABILITATION HOSPITAL			HEALTH & HUMAN SERVICES	500
READ TO ME INTERNATIONAL			COMMUNITY & CIVIC AFFAIRS	
ROOSEVELT ALUMNI FOUNDATION			EDUCATION	2,000
SACRED HEARTS ACADEMY			EDUCATION	100
SPECIAL OLYMPICS HAWAII			HEALTH & HUMAN SERVICES	2,500
SPECIAL OLYMPICS HAWAII			HEALTH & HUMAN SERVICES	100
ST ANDREWS PRIORY SCHOOL			EDUCATION	
ST ANDREWS PRIORY SCHOOL			EDUCATION	
THE CITY CHURCH OF HONOLULU			COMMUNITY & CIVIC AFFAIRS	
THE FILIPINO COMMUNITY			COMMUNITY & CIVIC AFFAIRS	
THE SALVATION ARMY			COMMUNITY & CIVIC AFFAIRS	50
TOYS FOR TOTS FOUNDATION			COMMUNITY & CIVIC AFFAIRS	
UCPA OF HAWAII			HEALTH & HUMAN SERVICES	
UH ALUMNI ASSOCIATION			EDUCATION	
UH SHIDLER COLLEGE OF BUSINESS			EDUCATION	680

Federal Statements

Statement 10 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address: Relationship	Address: Status	Purpose	Amount
UNITED CEREBRAL PALSY			COMMUNITY & CIVIC AFFAIRS	100
UNITIED CHURCH OF CHRIST			COMMUNITY & CIVIC AFFAIRS	864
UNIVERSITY OF GUAM			EDUCATION	200
UNIVERSITY OF HAWAII			EDUCATION	2,600
YWCA OF OAHU			COMMUNITY & CIVIC AFFAIRS	4,450
Total				69,226

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

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

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

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions. FINANCE FACTORS FOUNDATION	Employer identification number (EIN) or X 31-1642776
File by the due date for filing your return See instructions.	Number, street, and room or suite no If a P O. box, see instructions. 1164 BISHOP STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. HONOLULU, HI 96813	

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

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

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

• The books are in the care of ▶ ROBERT H.Y. LEONG & COMPANY

Telephone No. ▶ 808-523-1621 FAX No ▶ 808-599-8664

• If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . . . . ▶ [ ] If it is for part of the group, check this box . . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 20 13 .

5 For calendar year 2012 , or other tax year beginning ______ , 20 ____ , and ending ______ , 20 ____

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

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO COMPILE THE INFORMATION THAT IS REQUIRED TO COMPLETE THE INCOME TAX RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 0.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	$ 0.00
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.00

Signature and Verification must be completed for Part II only.

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

Signature ▶ [signature] Title ▶ CPA AGENT Date ▶ 08/05/2013

JSA
F8055 2 000

Form **8868**
(Rev January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No. 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (*e-file*). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit *www.irs gov/efile* and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions. FINANCE FACTORS FOUNDATION	Employer identification number (EIN) or X 31-1642776
	Number, street, and room or suite no. If a P O. box, see instructions. 1164 BISHOP STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. HONOLULU,HI 96813	

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

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ ROBERT H.Y. LEONG & COMPANY

Telephone No. ▶ 808 523-1621 FAX No ▶ 808 599-8664

- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] . If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUGUST 15, 20 13 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, 20___, and ending ______, 20___.

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 2,100.00
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 2,100.00
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	$ 0.00

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

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