



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation ATHERTON FAMILY FOUNDATION C/O BANK OF HAWAII		A Employer identification number 51-0175971
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 3170, DEPT. 715	Room/suite	B Telephone number 808-694-4525
City or town, state, and ZIP code HONOLULU, HI 96802-3170		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ 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) \$ 92,259,292. (Part I, column (d) must be on cash basis.)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ If the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		175.	175.		STATEMENT 1
4 Dividends and interest from securities		1,572,196.	1,572,196.		STATEMENT 2
5a Gross rents		893,014.	893,014.		STATEMENT 3
b Net rental income or (loss) 661,162.					STATEMENT 4
6a Net gain or (loss) from sale of assets not on line 10		887,568.			
b Gross sales price for all assets on line 6a 9,533,132.					
7 Capital gain net income (from Part IV, line 2)			887,568.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		23,669.	-27,389.		STATEMENT 5
12 Total. Add lines 1 through 11		3,329,284.	3,325,564.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 6		4,743.	4,743.		0.
b Accounting fees STMT 7		27,312.	11,136.		16,176.
c Other professional fees STMT 8		411,310.	352,801.		58,509.
17 Interest		43.	43.		0.
18 Taxes STMT 9		328,087.	237,887.		0.
19 Depreciation and depletion		5,672.	5,672.		
20 Occupancy					
21 Travel, conferences, and meetings		13,274.	0.		13,274.
22 Printing and publications					
23 Other expenses STMT 10		202,117.	19,498.		182,619.
24 Total operating and administrative expenses. Add lines 13 through 23		992,558.	631,780.		270,578.
25 Contributions, gifts, grants paid		4,069,046.			4,069,046.
26 Total expenses and disbursements. Add lines 24 and 25		5,061,604.	631,780.		4,339,624.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-1,732,320.			
b Net investment income (if negative, enter -0-)			2,693,784.		
c Adjusted net income (if negative, enter -0-)				N/A	

ATHERTON FAMILY FOUNDATION

Form 990-PF (2012)

C/O BANK OF HAWAII

51-0175971

Page **2**

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year (a) Book Value	End of year (b) Book Value (c) Fair Market Value	
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,481,005.	920,193.	920,193.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock			
	c Investments - corporate bonds			
11 Investments - land, buildings, and equipment basis ▶ 1,610,175.				
Less accumulated depreciation STMT 13 ▶ 119,102.	1,496,745.	1,491,073.	9,164,271.	
12 Investments - mortgage loans				
13 Investments - other STMT 14	78,121,804.	78,131,246.	82,062,073.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 15)	183,132.	183,132.	112,755.	
16 Total assets (to be completed by all filers)	81,282,686.	80,725,644.	92,259,292.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted	81,282,686.	80,725,644.	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances	81,282,686.	80,725,644.		
31 Total liabilities and net assets/fund balances	81,282,686.	80,725,644.		

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)	81,282,686.
2 Enter amount from Part I, line 27a	-1,732,320.
3 Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 11	1,255,232.
4 Add lines 1, 2, and 3	80,805,598.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 12	79,954.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	80,725,644.

ATHERTON FAMILY FOUNDATION

Form 990-PF (2012)

C/O BANK OF HAWAII

51-0175971

Page **3**

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			
b SEE ATTACHED STATEMENT			
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 9,533,132.		8,645,564.	887,568.

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			887,568.

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	887,568.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	4,339,092.	92,338,339.	.046991
2010	4,648,802.	85,746,431.	.054216
2009	4,752,146.	83,592,512.	.056849
2008	4,818,688.	92,853,389.	.051896
2007	4,806,794.	102,960,940.	.046686

2 Total of line 1, column (d)	2	.256638
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	.051328
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	86,904,425.
5 Multiply line 4 by line 3	5	4,460,630.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	26,938.
7 Add lines 5 and 6	7	4,487,568.
8 Enter qualifying distributions from Part XII, line 4	8	4,339,624.

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.

ATHERTON FAMILY FOUNDATION

Form 990-PF (2012)

C/O BANK OF HAWAII

51-0175971

Page 4

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

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-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations - tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments. Add lines 6a through 6d

8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 0. Refunded ☐

6a	77,477.
6b	
6c	30,000.
6d	

1	53,876.
2	0.
3	53,876.
4	0.
5	53,876.
7	107,477.
8	
9	
10	53,601.
11	53,601.

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

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?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.

e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.

2 Has the foundation engaged in any activities that have not previously been reported to the IRS?

If "Yes," attach a detailed description of the activities.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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.

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ HI

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8b	X	
9		X
10		X

N/A

Form 990-PF (2012)

ATHERTON FAMILY FOUNDATION

C/O BANK OF HAWAII

Form 990-PF (2012)

51-0175971

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ► N/A	13	X	
14	The books are in care of ► BANK OF HAWAII Telephone no. ► 808-694-4525 Located at ► 130 MERCHANT STREET, HONOLULU, HI ZIP+4 ► 96813			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Form 990-PF (2012)

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No
 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? ☐ Yes ☒ No
 If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		0.	0.	0.

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

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

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

Q

0.

2012.04030 ATHERTON FAMILY FOUNDATION 13501371

ATHERTON FAMILY FOUNDATION
C/O BANK OF HAWAII

Form 990-PF (2012)

51-0175971 Page 8

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	68,658,726.
b	Average of monthly cash balances	1b	1,583,037.
c	Fair market value of all other assets	1c	17,986,080.
d	Total (add lines 1a, b, and c)	1d	88,227,843.
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	88,227,843.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,323,418.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	86,904,425.
6	Minimum investment return. Enter 5% of line 5	6	4,345,221.

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	4,345,221.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	53,876.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	53,876.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,291,345.
4	Recoveries of amounts treated as qualifying distributions	4	3,246.
5	Add lines 3 and 4	5	4,294,591.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,294,591.

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	4,339,624.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	4,339,624.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	4,339,624.

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.

Form 990-PF (2012)

ATHERTON FAMILY FOUNDATION
C/O BANK OF HAWAII

Form 990-PF (2012)

51-0175971 Page 9

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				4,294,591.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			377,903.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 4,339,624.				
a Applied to 2011, but not more than line 2a			377,903.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				3,961,721.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus: Add lines 3f, 4c, and 4e. Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				332,870.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

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

b Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

b 85% of line 2a

c Qualifying distributions from Part XII,
line 4 for each year listed

d Amounts included in line 2c not used directly for active conduct of exempt activities

e Qualifying distributions made directly for active conduct of exempt activities.

Subtract line 2d from line 2c

3 Complete 3a, b, or c for the alternative test relied upon:

a "Assets" alternative test - enter:

(1) Value of all assets

(2) Value of assets qualifying under section 4942(j)(3)(B)(i)

b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed

c "Support" alternative test - enter:

(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)

(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)

(3) Largest amount of support from an exempt organization

(4) Gross investment income

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

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

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

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

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

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

c Any submission deadlines:

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

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

SEE GRANTS INFORMATION STATEMENT 1 ATTACHED.

ATHERTON FAMILY FOUNDATION

Form 990-PF (2012)

C/O BANK OF HAWAII

51-0175971 Page 11

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 GRANTS STATEMENT 1	N/A	EXEMPT	SEE STATEMENT	3,939,746.
SEE GRANTS STATEMENT 2	NONE	N/A	SEE STATEMENT	129,300.
Total			3a	4,069,046.
b Approved for future payment				
NONE				
Total			3b	0.

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		X
	(2) Other assets		X
b	Other transactions:		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		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.		

[illegible]

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 instr.)? ☒ Yes ☐ No	
	Signature of officer or trustee <i>[Signature]</i>		Date 11/14/2013		Title VICE PRESIDENT	
Paid Preparer Use Only	Print type preparer's name VERA WRIGHT		Preparer's signature <i>[Signature]</i>		Date NOV 14 2013	
	Check ☐ if self-employed		PTIN P00024010			
	Firm's name ▶ BANK OF HAWAII				Firm's EIN ▶ 99-0033900	
	Firm's address ▶ P.O. BOX 3170, DEPT. 715 HONOLULU, HI 96802-3170				Phone no.	

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 TOTAL SHORT TERM CAP GAINS		P	VARIOUS	12/31/12
b TOTAL LONG TERM CAP GAINS		P	VARIOUS	12/31/12
c LITIGATION PROCEEDS		P	VARIOUS	12/31/12
d ACADIAN EMERG MKTS K1		P	VARIOUS	12/31/12
e CHASE CAPITAL PTNRS K1		P	VARIOUS	12/31/12
f HMS HAWAII III LP K1		P	VARIOUS	12/31/12
g WTC-CTF GLOBAL NAT RESOURCES K1		P	VARIOUS	12/31/12
h CAPITAL GAINS DIVIDENDS				
i				
j				
k				
l				
m				
n				
o				

(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 3,566,137.		3,470,227.	95,910.
b 5,166,145.		4,593,846.	572,299.
c 8,509.			8,509.
d		120,287.	-120,287.
e 37,191.			37,191.
f		1,121.	-1,121.
g		460,083.	-460,083.
h 755,150.			755,150.
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			95,910.
b			572,299.
c			8,509.
d			-120,287.
e			37,191.
f			-1,121.
g			-460,083.
h			755,150.
i			
j			
k			
l			
m			
n			
o			

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	887,568.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8		3	N/A

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

SOURCE	AMOUNT
DREYFUS CASH MANAGEMENT FUND	175.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	175.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
ACADIAN EMERGING MKTS K1	93,528.	0.	93,528.
BANK OF HAWAII #M13847	2,124,393.	755,150.	1,369,243.
CHASE CAPITAL PARTNERS K-1	8,908.	0.	8,908.
HMS HAWAII LP K-1	1.	0.	1.
INTL VENTURE FUND I LP K-1	6.	0.	6.
WTC-CTF GLOBAL NATRL RESOURCES	100,510.	0.	100,510.
TOTAL TO FM 990-PF, PART I, LN 4	2,327,346.	755,150.	1,572,196.

FORM 990-PF RENTAL INCOME STATEMENT 3

KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME
RENTAL REAL ESTATE	1	893,014.
TOTAL TO FORM 990-PF, PART I, LINE 5A		893,014.

FORM 990-PF RENTAL EXPENSES STATEMENT 4

DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
DEPRECIATION		5,672.	
REAL PROPERTY TAXES		180,309.	
GENERAL EXCISE TAXES		40,131.	
INSURANCE		900.	
PROFESSIONAL SERVICES		4,500.	

GE FILING FEES		340.	
	- SUBTOTAL -	1	231,852.
TOTAL RENTAL EXPENSES			231,852.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			661,162.

FORM 990-PF OTHER INCOME STATEMENT 5

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
WTC-CTF K1	-1,423.	-1,423.	
ACADIAN EMERGING MKTS K1	-1,212.	-1,212.	
CHASE CAP PARTNERS K1	204.	204.	
HMS HAWAII III K1	-24,958.	-24,958.	
2011 TAX REFUND	3,720.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-23,669.	-27,389.	

FORM 990-PF LEGAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	4,743.	4,743.		0.
TO FM 990-PF, PG 1, LN 16A	4,743.	4,743.		0.

FORM 990-PF ACCOUNTING FEES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AUDIT FEES	14,712.	7,356.		7,356.
TAX PREPARATION FEES	12,600.	3,780.		8,820.
TO FORM 990-PF, PG 1, LN 16B	27,312.	11,136.		16,176.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT	8
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FUND MANAGEMENT	167,168.	108,659.		58,509.	
INVESTMENT MGMT FEES	244,142.	244,142.		0.	
TO FORM 990-PF, PG 1, LN 16C	411,310.	352,801.		58,509.	

FORM 990-PF	TAXES			STATEMENT	9
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD - ACADIAN K1	9,414.	9,414.		0.	
FOREIGN TAXES WITHHELD - CHASE CAP. K1	13.	13.		0.	
FOREIGN TAXES WITHHELD - WTC-CTF K1	8,518.	8,518.		0.	
FOREIGN TAXES WITHHELD 2012 FEDERAL ESTIMATED TAXES - 990PF	-498.	-498.		0.	
2011 FEDERAL EXTENSION PAYMENT - 990T	31,000.	0.		0.	
2012 FEDERAL ESTIMATED TAXES - 990T	1,000.	0.		0.	
2011 EXTENSION PAYMENT - 990PF	1,200.	0.		0.	
REAL PROPERTY TAXES	57,000.	0.		0.	
GENERAL EXCISE TAXES	180,309.	180,309.		0.	
TO FORM 990-PF, PG 1, LN 18	40,131.	40,131.		0.	
	328,087.	237,887.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT 10
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANTS ADMINISTRATION	170,000.	0.		170,000.
OTHER ADMINISTRATIVE EXPENSES	2,369.	0.		2,369.
MEMBERSHIP DUES	10,250.	0.		10,250.
INTL VENTURE FUND I LP K-1	1,116.	1,116.		0.
PACIFICAP TARGET K1	729.	729.		0.
CHASE CAPITAL K1	5,023.	5,023.		0.
WTC-CTF K1	1,866.	1,866.		0.
ACADIAN EMERGING MKTS K1	5,024.	5,024.		0.
INSURANCE	900.	900.		0.
PROFESSIONAL SERVICES	4,500.	4,500.		0.
GE FILING FEES	340.	340.		0.
TO FORM 990-PF, PG 1, LN 23	202,117.	19,498.		182,619.

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 11
DESCRIPTION	AMOUNT	
RETURNED PRIOR YEAR GRANTS	3,246.	
ADJUSTMENT TO BOOK VALUE OF PARTNERSHIPS	1,251,986.	
TOTAL TO FORM 990-PF, PART III, LINE 3	1,255,232.	

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT 12
DESCRIPTION	AMOUNT	
PARTNERSHIP BOOK/TAX DIFFERENCES	79,881.	
PENALTY	73.	
TOTAL TO FORM 990-PF, PART III, LINE 5	79,954.	

FORM 990-PF DEPRECIATION OF ASSETS HELD FOR INVESTMENT STATEMENT 13

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
BUILDING	226,867.	119,102.	107,765.
TOTAL TO FM 990-PF, PART II, LN 11	226,867.	119,102.	107,765.

FORM 990-PF OTHER INVESTMENTS STATEMENT 14

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHASE CAPITAL PTNRS PRIVATE EQUITY FUND OF FUNDS II	COST	244,326.	244,326.
HMS HAWAII III LP	COST	541,024.	541,024.
INTERNATIONAL VENTURE FUND I LP	COST	310,518.	310,518.
PACIFICAP TARGETED VENTURES LP	COST	139,920.	139,920.
SEE OTHER INVESTMENTS STATEMENT INV-1 ATTACHED	COST	68,580,984.	72,511,811.
WTC-CTF GLOBAL NATL RES.	COST	5,272,980.	5,272,980.
ACADIAN EMERGING MKTS	COST	3,041,494.	3,041,494.
TOTAL TO FORM 990-PF, PART II, LINE 13		78,131,246.	82,062,073.

FORM 990-PF OTHER ASSETS STATEMENT 15

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ASSETS FROM TECHNOLOGY GATEWAY DISTRIB	183,132.	183,132.	112,755.
TO FORM 990-PF, PART II, LINE 15	183,132.	183,132.	112,755.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JUDITH DAWSON 111 SOUTH KING STREET HONOLULU, HI 96813	PRESIDENT/DIRECTOR 1.00	0.	0.	0.
JOAN H. ROHLFING 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/SECTY/DIRECTOR 0.00	0.	0.	0.
ROBIN MIDKIFF 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
FRANK ATHERTON 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/TREAS/DIRECTOR 0.00	0.	0.	0.
PATRICIA GILES 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
PAUL MORGAN 111 SOUTH KING STREET HONOLULU, HI 96813	VICE PRES/DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

1

RENT

228111
05-01-12

(D) - Asset disposed

* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

ATHERTON-FAMILY-FOUNDATION

TIN: 51-0175971

YEAR ENDED 12/31/12

ATTACHMENT TO FOR 990-PF, PART II BALANCE SHEET, LINE 13

CUSIP/ Description	Units	Tax Cost	Market Value
018490102 ALLERGAN INC	2,550.000	181,343	233,912
037833100 APPLE INC	830.000	85,739	441,704
04314H832 ARTISAN EMERGING MARKETS FUND CL ADV	213,679.264	3,012,011	2,846,208
108747502 BRIDGEWAY BLUE CHIP 35 INDEX	348,751.632	2,539,334	2,898,126
151020104 CELGENE CORP	3,760.000	279,375	295,047
192446102 COGNIZANT TECH SOLUTIONS CORP	2,140.000	130,581	158,108
20585P105 COMVERSE INC	9.000		257
205862402 COMVERSE TECHNOLOGY INC TEC	99.000		380
23918K108 DAVITA HEALTHCARE PARTNERS INC	275.000	30,810	30,396
25470F104 DISCOVERY COMMUNICATIONS A	2,500.000	101,178	158,700
256677105 DOLLAR GENERAL CORP	4,900.000	171,323	216,041
258620103 DOUBLELINE TOTAL RETURN BOND FUND	180,134.601	2,048,085	2,040,925
278642103 EBAY INC	4,750.000	207,527	242,239
278865100 ECOLAB INC	2,800.000	177,982	201,320
30303M102 FACEBOOK INC CL A	3,825.000	79,928	101,820
307000109 FAMILY DOLLAR STORES INC	1,450.000	81,353	91,945
369604103 GENERAL ELECTRIC CO	10,825.000	219,205	227,217
38259P508 GOOGLE INC CL A	218.000	103,934	154,209
384802104 GRAINGER W W INC	615.000	117,990	124,458
411511306 HARBOR INTL FD	192,099.009	11,898,545	11,933,190
46120E602 INTUITIVE SURGICAL INS	347.000	122,406	138,284
517834107 LAS VEGAS SANDS CORP	4,025.000	175,846	170,158
518439104 ESTEE LAUDER COMPANIES INC CL A	2,125.000	126,107	127,203
53700T207 LITMAN GREGORY MASTERS INTL	404,650.495	6,076,761	6,077,850
543069108 LONGLEAF PARTNERS SBI	155,146.211	4,296,236	4,094,309
61166W101 MONSANTO CO	2,725.000	195,112	257,921
693390551 PIMCO TOTAL RETURN II-INSTL	580,685.558	5,866,834	6,201,722
740189105 PRECISION CAST PARTS CORP	1,175.000	194,758	222,569
78572M105 SABMILLER PLC SPONS ADR	3,500.000	105,894	160,720
806857108 SCHLUMBERGER LTD	1,750.000	109,902	121,273
82481R106 SHIRE PLC ADR	1,150.000	82,428	106,007
855244109 STARBUCKS CORP	3,075.000	139,106	164,912
872540109 TJX COMPANIES INC	3,900.000	167,162	165,555
880208400 TEMPLETON GLOBAL BOND FUND CL AD	338,046.512	4,331,428	4,509,540
88032Q109 TENCENT HOLDINGS LTD	4,850.000	114,826	155,811
907818108 UNION PACIFIC CORP	1,350.000	166,161	169,722
922031828 VANGUARD INTERMEDIATE TERM TREAS FD	402,028.839	4,513,452	47,037
922040100 VANGUARD INSTITUTIONAL INDEX FD	49,997.368	5,676,565	6,525,656
92826C839 VISA INC CL A SHARES	1,225.000	90,687	185,686
988498101 YUM! BRANDS INC	1,450.000	74,388	96,280
CHSTK1847 PROLIFIC GIVING INC. SERIES SEED PREF	160,000.000	400,000	400,000
LLC001162 FORESTER DIVERSIFIED LTD	1.000	7,000,000	7,561,128
LPTN03237 THE WEATHERLOW OFFSHORE FD 1 LTD	7,088.684	7,088,684	7,752,056
Total Portfolio		68,580,984	67,807,601

Atherton Family Foundation Grant Application Guidelines 2014

Priorities

The Foundation makes grants for programs and projects that benefit the people of Hawai'i. The fields of greatest interest are arts, culture, and humanities; community development; education; environment; health; human services; spiritual development; and youth development.

Eligibility and restrictions.

- Applicants must have 501(c)(3) status or must apply through a fiscal sponsor with 501(c)(3) status. The Foundation does not make grants to organizations classified under 509(a)(3) of the Internal Revenue Code.
- If an organization applies through a fiscal sponsor, the fiscal sponsor must agree that the purpose of the grant is charitable, to monitor the grant project, control the expenditure of grant funds, and ensure compliance with the terms and conditions of the grant.
- The Foundation does not make grants to the Hawaii State Department of Education schools or public charter schools.
- The Foundation does not make grants to the University of Hawai'i other than an annual grant to the University of Hawai'i Foundation.
- The Foundation does not fund conferences, festivals, and similar one-time events; activities that have already occurred; lobbying; loans; funds for re-granting and grants to individuals or for the benefit of identified individuals (except scholarships through the Juliette M. Atherton Scholarship and the Community Scholarship Fund of the Hawai'i Community Foundation).
- The Foundation generally does not fund endowments or operating support.
- The Foundation does not serve as the sole funder of any organization.
- The Foundation will award no more than one grant to an organization at a time and no more than one grant in any calendar year. A grantee serving as the fiscal sponsor for another organization may receive a second grant for its own project. All previous grants must be completed with the submission of a final report before an organization is eligible to apply for a new grant.
- The term of a grant is usually one year. In the case of a multi-year pledge, payments are released in twelve-month intervals, and each payment is contingent on receipt of a satisfactory progress report. The Foundation generally does not fund a program for more than three consecutive years.
- The Foundation does not accept incomplete applications or applications from organizations with overdue final reports.
- Grantees must not use the Founders' names on donor recognition plaques or similar items without the Foundation's prior approval.

Application procedures

Online Submission: This application is available for online submission. Your organization must first establish an online account with the Hawaii Community Foundation to access the online application. Please go to <https://nexus.hawaiicommunityfoundation.org/SSLPage.aspx?pid=330> to request an account or, if you already have an account, to access the online application.

Note: If you are requesting an account for the first time, it may take two to three days for you to receive the account information. It's highly recommended you request your account early to give yourself adequate time to complete the application by the submission deadline.

If you are not able to submit your proposal online, please contact Pam Funai, via email at pfunai@hcf-hawaii.org or call (808)566-5537, toll free from neighbor islands (888)731-3863 ext. 537.

The online application will request the following:

Proposal narrative

Organization: Describe the organization, including mission and history, year established, geographic reach, staff size, and staff capabilities to conduct the proposed work. *(Maximum 2,500 character count single spaced)*

Problem or opportunity: Describe the problem or opportunity to be addressed by the project. Describe the population that will benefit from the project, including an estimate of size or numbers. *(Maximum 4,000 character count single spaced)*

Activities: Describe the activities to be performed, and the services or products to be delivered, including quantities and a timeline. If the project is a partnership, describe each partner's role. Explain why you chose this approach to the problem or opportunity. *(Maximum 6,500 character count single spaced)*

Expected results: Explain how participants or the community will benefit. (Provide specific, measurable expected results.) Describe the plan to determine the effectiveness of the project. *(Maximum 3,000 character count single spaced)*

Funding plan: Explain the project budget, including adjustments to be made if not all anticipated funding is received. Describe the plan, if any, to continue funding the project after the grant period ends. *(Maximum 3,000 character count single spaced)*

Addendum for Major Capital Requests (Renovations or New Construction)

Requests for funds to support a major capital project may be submitted at any of the regularly scheduled meetings. The maximum grant for major capital projects will be \$200,000, normally paid out over three years. Please include the following information if you are submitting a major capital request:

Capital campaign: Describe how the capital campaign is being conducted and the experience of board members and staff with capital campaigns. Identify how much funding has been secured as of the date of the proposal. The Foundation is rarely a lead funder. *(Maximum 2,500 character count single spaced)*

Construction: Describe the form of site control, including relevant terms of long-term leases or purchase agreements if not under ownership. Describe the status and timeline for design and engineering work and the status of required permits. Provide the source for cost estimates. Describe who will manage the design and construction phases and their experience in this work. *(Maximum 2,500 character count single spaced)*

Please contact staff at (808) 566-5537 with questions about capital requests.

Additional required documents

- Project budget showing:
 - Anticipated income (source, amount restrictions, and whether secured or pending)
 - Anticipated expenses (overall expenses, and expenses for which Atherton grant will be used)
- Board of directors list
- IRS 501(c)(3) determination letter (not required if applying through a fiscal sponsor)
- Organization's annual operating budget for the current year
- Organization's balance sheet for the most recently completed fiscal year
- Organization's income statement (or profit/loss statement) for the most recently completed fiscal year

Audited financial statements are preferred but not required.

Local units of national organizations must submit local unit financial information.

Fiscal sponsors

- Resolution by fiscal sponsor's board of directors authorizing fiscal sponsorship
- Fiscal sponsor's agreement form

Both forms can be found here: <http://www.hawaiicommunityfoundation.org/nonprofits/fiscal-sponsor-materials>

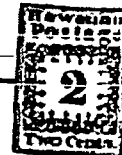
- Fiscal sponsor's board of directors list
- Fiscal sponsor's IRS 501(c)(3) determination letter
- Fiscal sponsor's annual operating budget for the current year
- Fiscal sponsor's balance sheet for the most recently completed fiscal year
- Fiscal sponsor's income statement (or profit/loss statement) for the most recently completed fiscal year

Audited financial statements are preferred but not required.

Local units of national organizations must submit local unit financial information.

Deadlines

Applications submitted by:	... will be considered at the Board of Directors meeting in:
January 2, 2014	March
April 1, 2014	June
July 1, 2014	September
September 1, 2014	December



Scholarship Program

The Juliette M. Atherton Scholarship was named in memory of Mrs. Atherton to ensure the continued association of her name and her special interest in Christianity with the Foundation. The scholarship benefits three categories of individuals: dependent sons or daughters of ordained, active Protestant ministers in Hawai'i pursuing undergraduate studies; individuals from Hawai'i pursuing graduate theological studies at a Protestant seminary with the goal of ordination; and active, ordained Protestant ministers residing in Hawai'i wishing to continue their education. Scholarship recipients are selected based on their financial need and academic promise.

For the most recent academic year, scholarship awards totaled \$132,500 to 28 students. The Directors also award an annual grant to support the Community Scholarship Fund of the Hawai'i Community Foundation.

For sons and daughters of Protestant ministers and seminary students, applications are now available for the 2013-2014 academic year. Application materials, including the application, transcript of grades and personal letter must be submitted online by February 22, 2013.

Ordained Protestant ministers wishing to continue their education can also apply online.

Sons or daughters of ministers and ministers applying for continuing education grants must provide the place and date of ordination and name of the seminary attended to confirm eligibility.

To apply for the 2013-2014 academic year, go to www.hawaiicomunityfoundation.org/scholarships.

[Home](#) | [About Us](#) | [Grant Seekers](#) | [Grants List](#) | [Contact Us](#)

Copyright © 2010 Atherton Family Foundation All rights reserved

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

2012 Grants List

Organization	Address	Designation	Check Date	Payment Amount
4 Ag Hawaii, Inc.	P.O. Box 210 Haleiwa, HI 96712-0210	Youth Development & Education - Community Development & Public Awareness	6/11/2012	15,000.00
Academy of the Pacific	913 Alewa Drive Honolulu, HI 96817	Mary Mills Damon Hall Improvements	12/18/2012	25,000.00
Adult Friends for Youth	3375 Koapaka Street #B290 Honolulu, HI 96819	Youth Gangs and High-Risk Youth Prevention and Intervention Program	12/18/2012	10,000.00
Affordable Housing Alliance	46-217 Kahuhipa Street, Spc. 3 Kaneohe, HI 96744	Save My Hale - Gaining, Advancing and Progressing (GAP)	12/18/2012	15,000.00
Aloha Harvest	3599 Waiata Ave #23 Honolulu, HI 96816	Capacity Building	8/31/2012	12,500.00
Aloha House, Inc.	P.O. Box 791749 Pala, HI 96779	Wailuku IOP Program Request for IT Network Connectivity	12/18/2012	5,000.00
Aloha United Way	200 N. Vineyard Blvd., Ste. 700 Honolulu, HI 96817	Farrington Complex Early Childhood Screening Project	5/7/2012	20,000.00
Aloha United Way	200 N. Vineyard Blvd., Ste. 700 Honolulu, HI 96817	2012 Annual Campaign	12/18/2012	200,000.00
Alternative Structures International	P.O. Box 39 Wai'anae, HI 96792	Kahumana Organic Farm	7/19/2012	20,000.00
Alu Like, Inc.	458 Keawe Honolulu, HI 96813	Na Hana Lima - Working Hands	12/18/2012	20,000.00
American Diabetes Association	875 Waimanu Street, Suite 601 Honolulu, HI 96813	The Living With Type 2 Diabetes Program	12/18/2012	5,000.00
Basketball Maui	380 Hukilili Place Kihel, HI 96753	Purchase Equipment for Program and Operating Needs	8/31/2012	5,000.00
Big Brothers Big Sisters of Honolulu, Inc.	418 Kuwili Street, Ste. 106 Honolulu, HI 96817	Statewide Unification of Big Brothers Big Sisters in Hawaii	6/11/2012	25,000.00
Big Island Resource Conservation and Development Council	200 Kanoelehua Ave., PMB 285 Hilo, HI 96720	Paaui Mauka Kalopa Community Assn: Yesterday, Today and Tomorrow: Glimpses of People and Places in Hamakua	8/31/2012	5,000.00
Bishop Museum	1525 Bernice St. Honolulu, HI 96817-2704	Hawaiian Hall Restoration Project Phase II	11/5/2012	100,000.00
Bishop Museum	1525 Bernice Street Honolulu, HI 96817	General Support	12/18/2012	2,500.00
Blue Planet Foundation	55 Merchant Street, Ste 1700 Honolulu, HI 96813	WEfficiency: Crowdfunding for Nonprofit Energy Efficiency Improvements	12/18/2012	25,000.00
Boys & Girls Club of Maui, Inc.	100 Kanaloa Ave Kahului, HI 96732	Tech Program Upgrades	3/2/2012	10,000.00
Camp Mokuleia Inc.	68-729 Farrington Highway Waialua, HI 96791	Creating a Sustainable Farm and Garden to Feed Our Kitchen and Our Souls	12/18/2012	25,000.00
Castle Medical Center	640 Ulukahi St. Kailua, HI 96734-4498	Capital Expansion Project	8/23/2012	25,000.00
Cathedral Church of St. Andrew	229 Queen Emma Square Honolulu, HI 96813	St. Andrew's Restoration, Phase I: Renovation of Davies Hall	3/28/2012	60,000.00
Central Union Church of Honolulu	1660 S. Beretania St. Honolulu, HI 96826	Campaign Redevelopment Project, Phases I and IA	12/13/2012	100,000.00
Chaminade University of Honolulu	3140 Waiata Avenue Honolulu, HI 96816-1578	Communications Program Advanced Video Production	3/2/2012	20,000.00

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

2012 Grants List

Organization	Address	Designation	Check Date	Payment Amount
Chinatown Improvement District	3 N. Pauahi St. Honolulu, HI 96817	Hanging Planters Pilot Project	9/7/2012	3,000.00
Circles of Light	P.O. Box 347 Lihue, HI 96766	EastWest Film Foundation: Hawaii Veterans Documentary	8/31/2012	5,000.00
Community Clinic of Maui Inc.	48 Lono Avenue Kahului, HI 96732	CCM Dental Clinic panoramic x-ray machine	10/10/2012	7,500.00
Conservation International Foundation	2011 Crystal Drive, Suite 500 Arlington, VA 22202	Hawaii Fish Trust	6/19/2012	50,000.00
Craigside Retirement Residence	15 Craigside Place Honolulu, HI 96817	The Atherton Family Foundation Solarium	6/29/2012	50,000.00
Dorothy J. Esser Theatre Foundation	908 Maunawili Road Kailua, HI 96734	Spirit of '45	3/2/2012	20,000.00
Dragon's Eye Learning Center	RR2, Box 3307 Pahoa, HI 96778	Backyard Chickens - The Korean Natural Farming Way	12/18/2012	3,000.00
Easter Seals Hawaii	710 Green Street Honolulu, HI 96813	Easter Seals Hawaii - Maui Campus for Disability Services	3/2/2012	25,000.00
Effective Planning Innovative Communication, Inc.	1130 N. Nimitz Hwy, Ste C-210 Honolulu, HI 96817	Jim Casey Youth Opportunities Initiative Hawaii	3/21/2012	50,000.00
Family Life Center	95 South Kane Street Kahului, HI 96732	Recovery and Hope	3/2/2012	20,000.00
Family Promise of Hawaii	69 N. Kainalu Drive Kailua, HI 96734	Furnishings for Kailua Day Center	3/2/2012	10,000.00
Friends of Moku ula Inc.	505 Front St., Suite 221 Lahaina, HI 96761	Moku'ula Public Archaeology Program	12/18/2012	5,000.00
Friends of the Future	P. O. Box 2655 Kamuela, HI 96743	P-3 Program Activities Support	12/18/2012	15,000.00
Friends of the Maui County Library	P.O. Box 1017 Wailuku, HI 96793	Lahaina Public Library Renovation - Phase II	3/2/2012	30,000.00
Girl Scouts of Hawaii	410 Atkinson Dr, Ste 2E1, Box 3 Honolulu, HI 96814	Paumalu Property Feasibility Study and Master Plan	8/31/2012	39,000.00
Global Technology High School Inc.	P.O. Box 331287 Kahului, HI 96733	Funding the Tech in Global Tech	9/10/2012	10,000.00
Good Beginnings Alliance	33 S King St. #200 Honolulu, HI 96813	Good Beginnings Alliance- Public Will Building Campaign	12/3/2012	75,000.00
Good Beginnings Alliance	33 S King St. #200 Honolulu, HI 96813	Be My Voice Campaign	12/18/2012	3,500.00
Gregory House Programs	200 N. Vineyard Blvd. A310 Honolulu, HI 96817	Office Automation	3/2/2012	5,000.00
Habitat for Humanity West Hawaii	P.O. Box 4619 Kailua-Kona, HI 96745	Habitat Training Center/Offices	12/18/2012	20,000.00
Hamakua Youth Foundation Inc	45-3438 Mamane St. Bldg 2 Honokaa, HI 96727	E Ola Pono - Live Righteous	6/11/2012	5,000.00
Hanalani Schools	94-294 Anania Dr. Mililani, HI 96789	Enhancing Science, Technology, Engineering and Mathematics	8/31/2012	10,000.00
Hawaii Alliance for Arts Education	PO BOX 3948 Honolulu, HI 96812-3948	Pow Wow Hawaii 2012	2/23/2012	10,000.00
Hawaii Alliance of Nonprofit Organizations	1020 South Beretania St, 2nd Flr Honolulu, HI 96814	Public Policy Program	12/18/2012	25,000.00
Hawaii Architectural Foundation	119 Merchant St., Ste. 402 Honolulu, HI 96813	Hawaii's Forgotten Japanese Temples	3/2/2012	5,000.00

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

2012 Grants List

Organization	Address	Designation	Check Date	Payment Amount
Hawaii Association of Independent Schools	1585 Kapiolani Blvd., #1212 Honolulu, HI 96814	Grow Hawaii	4/27/2012	15,000.00
Hawaii Bicycling League	3442 Wai'alae Avenue, #1 Honolulu, HI 96816	Cloud Migration Project	8/31/2012	1,814.00
Hawaii Branch of the International Dyslexia Association	705 South King St., Suite 206 Honolulu, HI 96813	The Odyssey Project	8/31/2012	25,000.00
Hawaii Branch of the International Dyslexia Association	705 South King St., Suite 206 Honolulu, HI 96813	General Support	12/18/2012	5,000.00
Hawaii Canines for Independence, Inc.	P.O. Box 790626 Paia, HI 96779	Honolulu Training Center Furniture and Equipment	6/11/2012	5,000.00
Hawaii Community Foundation	827 Fort Street Mall Honolulu, HI 96813	Community Stabilization Initiative	1/6/2012	100,000.00
Hawaii Community Foundation	827 Fort Street Mall Honolulu, HI 96813	Community Scholarship Fund	6/4/2012	25,000.00
Hawaii Conservation Alliance Foundation	677 Ala Moana Blvd., Suite 320 Honolulu, HI 96813	Conservation Connections: United Our Island Communities with Environmental Stewardship	12/18/2012	20,000.00
Hawaii Habitat for Humanity Association	2501 Young St #82 Honolulu, HI 96826	Something to Build On	12/18/2012	10,000.00
Hawaii Island United Way, Inc.	142 Kinoole Street, Suite A Hilo, HI 96720	2012-2013 Annual Campaign	12/18/2012	10,000.00
Hawaii Learning Resource	P. O. Box 1240 Kamuela, HI 96743	Hawaii Learning Resource Technology Upgrade	6/11/2012	3,500.00
Hawai'i Maoli	P. O. Box 1135 Honolulu, HI 96807	Oahu Council-Assn of Hawaiian Civic Clubs: O'ahu Ahupua'a Boundary Marker Project	3/2/2012	20,000.00
Hawaii Meth Project Inc.	P. O. Box 384839 Waikoloa, HI 96738	Meth Use Prevention - Youth Education and Outreach	12/18/2012	25,000.00
Hawaii Nature Center	2131 Makiki Heights Drive Honolulu, HI 96822	Hawaii Nature Center Rain Pavillion	12/13/2012	25,000.00
Hawaii Performing Arts Company, Ltd.	2833 East Manoa Road Honolulu, HI 96822	Capital Improvements Plan - Acquisition of Theatrical Sound Equipment	8/31/2012	10,000.00
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	Stanford W. Shutes Track	12/3/2012	100,000.00
Hawaii Preparatory Academy	65-1692 Kohala Mountain Road Kamuela, HI 96743	General Support	12/18/2012	2,500.00
Hawaii Public Charter Schools Network	P.O. Box 3017 Aiea, HI 9701	Moving to Greater Heights - A New Era for Charter Schools	12/18/2012	15,000.00
Hawaii Public Television Foundation dba PBS Hawaii	P.O. Box 11673 Honolulu, HI 96828	HIKI NO - Seasons 3 and 4	3/2/2012	25,000.00
Hawaii State Coalition Against Domestic Violence	810 Richards St. Suite 960 Honolulu, HI 96813	Roots of Peace Leadership Institute	8/31/2012	10,000.00
Hawaii Theatre Center	1132 Bishop St., Ste. 1404 Honolulu, HI 96813	HTC Capital Improvement - Phase I	1/6/2012	75,000.00
Hawaii Wildlife Center	P.O. Box 551752 Kapa'au, HI 96755	Ho'opulama	12/18/2012	20,000.00
Hawaii Youth Opera Chorus	P.O. Box 22304 Honolulu, HI 96823	Technology Upgrade: Photocopier, Computer and Website	12/18/2012	9,750.00
Hawaii Youth Service Network	677 Ala Moana Blvd., Suite 702 Honolulu, HI 96813	Incentives, Training, and Employment for Current & Former Foster Youth	12/18/2012	15,000.00

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

2012 Grants List

Organization	Address	Designation	Check Date	Payment Amount
Hawaiian Humane Society	2700 Waiālae Avenue Honolulu, HI 96826	Animal Sterilization Program	8/31/2012	10,000.00
Hawaiian Islands Land Trust	PO Box 965 Wailuku, HI 96793	Hawaiian Islands Land Trust Merger: Organizational Capacity Building	11/14/2012	50,000.00
Hawaiian Mission Children's Society	553 South King Street Honolulu, HI 96813	General Support	12/18/2012	5,500.00
Hawaiian Railway Society	PO Box 60369 Ewa Beach, HI 96706	General Support	12/18/2012	2,500.00
Historic Hawai Foundation	680 Iwilei Road, Ste 690 Honolulu, HI 96817	Preservation Resource Center Education Programs	3/2/2012	20,000.00
Historic Waimea Theater & Cultural Arts Center	P.O. Box 903 Waimea, HI 96796	West Kauai Business & Professional Assoc: Waimea Russian Fort Elisabeth Visual Prominence Restoration	12/18/2012	3,000.00
Historic Waimea Theater & Cultural Arts Center	P.O. Box 903 Waimea, HI 96796	Digital Movie System Conversion Enhancement	12/18/2012	8,000.00
Hoaloha Kai Montessori School	1339 Hunakai St. Honolulu, HI 96816	Hoaloha Kai Montessori School Playground Construction	6/11/2012	10,000.00
Hongwanji Mission School	1728 Pali Highway Honolulu, HI 96813	Phase II Shading HMS's Preschool & Kindergarten Playgrounds	3/2/2012	25,000.00
Honolulu Academy of Arts	900 South Beretania Street Honolulu, HI 96814	Audience Engagement through Strategic Exhibitions	6/11/2012	45,000.00
Honolulu Academy of Arts dba Honolulu Museum of Art	900 South Beretania Street Honolulu, HI 96814	General Support	12/18/2012	5,000.00
Honolulu Community Action Program, Inc.	33 South King Street, Suite 300 Honolulu, HI 96813	Ha Initiative: Creative STEM After- School Program	12/18/2012	10,000.00
Ho'opa Hawaii VBC	73-1263 Onaona Drive Kailua-Kona, HI 96740	Hoopa Hawaii VBC - Support for Youth Volleyball in West Hawaii	6/11/2012	5,000.00
Hospice of Hilo	1011 Waiānūenue Avenue Hilo, HI 96720	Construction of the first In-Patient Neighbor Island Hospice	10/10/2012	50,000.00
HUGS-Help, Understanding Group Support	3636 Kilauea Avenue Honolulu, HI 96816-2318	HUGS Kids Camp	5/31/2012	5,000.00
HUGS-Help, Understanding Group Support	3636 Kilauea Avenue Honolulu, HI 96816-2318	HUGS GPS	12/18/2012	10,000.00
Hui No'eau Visual Arts Center	2841 Baldwin Avenue Makawao, HI 96768	Kaluanui Preservation & Stewardship Program	3/2/2012	25,000.00
Island Pacific Academy	909 Haumea Street Kapolei, HI 96707	Building Community: Fulfilling the Vision	7/12/2012	50,000.00
Japan-America Society of Hawaii	220 S. King St., Suite 1501 Honolulu, HI 96813	Building the Bridge of Friendship with Japan	12/18/2012	5,000.00
Junior Achievement of Hawaii, Inc.	2909 Waiālae Ave., #10 Honolulu, HI 96826	Financial Literacy Program	12/18/2012	19,688.00
Juvenile Diabetes Research Foundation, Hawaii Chapter	1019 Waimanu St., #214 Honolulu, HI 96814	Reach Out - JDRF Hawaii Family Outreach Program	3/2/2012	10,000.00
Ka Ahahui o Ka Nahelehele	PO Box 2933 Kamuela, HI 96743	Pu'u Wa'awa'a Education Center Outdoor Classroom Enhancements	12/18/2012	15,000.00
Ka Lima O Maui	95 Mahalani Street Wailuku, HI 96793	Purchase of Crew-Cab Pickup Truck	12/18/2012	10,000.00
Ka Ohana O Honuapo	P.O. Box 903 Naalehu, HI 96772	Honu'apo Wetlands Restoration Project	2/6/2012	10,000.00
Kahilu Theatre Foundation	P.O. Box 549 Kamuela, HI 96743	5 for 5 Series	4/12/2012	5,000.00

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

2012 Grants List

Organization	Address	Designation	Check Date	Payment Amount
Kai Loa Inc.	46-500 Kuneki St. Kaneohe, HI 96744	Na Pualet Early Learning Center	6/11/2012	20,000.00
Kailapa Community Association	P.O. Box 44512 Kamuela, HI 96743	Kailapa Wellness Park Planning	8/31/2012	10,000.00
Kalahikiola Congregational Church	P. O. Box 159 Kapaau, HI 96755	General Support	12/18/2012	2,500.00
Kanu Hawaii	1363 Manu-Mele St. Kailua, HI 96734	Replicable Energy Cost Reduction Programs for Disadvantaged Communities	6/11/2012	5,000.00
Kauai United Way	P.O. Box 1087 Lihue, HI 96766	2012-2013 Annual Campaign	12/18/2012	10,000.00
KCAA Preschools of Hawaii	2707 S. King Street Honolulu, HI 96826	KCAA Preschools Center for Early Education and Development (CEED)	5/2/2012	100,000.00
KCAA Pre-Schools of Hawaii	2707 S. King St. Honolulu, HI 96826	General Support	12/18/2012	2,500.00
Keiki O Ka Aina Preschool Inc.	3097 Kalihi St. Honolulu, HI 96819	Supporting Keiki of Incarcerated Parents	3/2/2012	10,000.00
KHM International	P.O. Box 482188 Kaunakakai, HI 96748	Ola O Loko	8/31/2012	15,000.00
Kokua Kalihi Valley Comprehensive Family Services	2239 North School St. Honolulu, HI 96819	Kalihi Sustainability Initiative	12/18/2012	10,000.00
Koloa Elementary School	3223 Poipu Road Koloa, HI 96756	CAPE Principals Leadership Academy - Deborah Lindsey	3/2/2012	5,000.00
Koloa Pop Warner Organization	P.O. Box 452 Lawai, HI 96756	Uniforms and Equipment for Football and Cheer/Dance Programs	8/31/2012	5,000.00
Kona Hospital Foundation	79-1019 Haukapila Street Kealahou, HI 96750	Buy-A-Bed Project	6/11/2012	8,000.00
Ko'olau Baptist Church	45-633 Keneke Street Kaneohe, HI 96744	Phase I Early Education Playground Project	6/11/2012	5,000.00
Kuikahi Mediation Center, Inc.	120 Keawe St., Suite 203 Hilo, HI 96720	Infrastructure Improvements to Support Services	12/18/2012	10,000.00
La Pietra - Hawaii School for Girls	2933 Poni Moi Road Honolulu, HI 96815	General Support	12/18/2012	5,000.00
Lanai Community Health Center	P. O. Box 630142 Lanai City, HI 96763	Patient Centered Medical Home Recognition	8/31/2012	25,000.00
Le Jardin Academy	917 Kalaniana'ole Highway Kailua, HI 96734	Le Jardin Academy Multi-Game Court Project	3/2/2012	20,000.00
Leadership Kauai	P.O. Box 1567 Lihue, HI 96766	Leadership Kauai Youth Program Expansion	12/18/2012	5,000.00
Learning Disabilities Association of Hawaii	245 N. Kukui Street, Suite 205 Honolulu, HI 96817	Learning Disabilities Association of Hawaii Technology and Resource Center	6/11/2012	5,000.00
Living Life Source Foundation	P.O. Box 10367 Honolulu, HI 96816	Farm to Family Learning	12/18/2012	5,000.00
Ma Ka Hana Ka Ike Building Program	P. O. Box 968 Hana, HI 96713	Malama Na Kupuna	8/31/2012	5,000.00
Malaal - The Culinary Garden of Waimea Middle School	P.O. Box 543 Kamuela, HI 96743	Integrating School Garden Activities to Support the Common Core Standards	12/18/2012	5,000.00

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

2012 Grants List

Organization	Address	Designation	Check Date	Payment Amount
Malama Kauai	PO Box 846 Kilauea, HI 96754	Kauai School Garden Network	12/18/2012	10,000.00
Marimed Foundation	45-021 Likeke Place Kaneohe, HI 96744-2426	Education Equipment for Consolidated Campus	8/31/2012	3,000.00
Maryknoll Schools	1526 Alexander St. Honolulu, HI 96822	Maryknoll Art Center	6/11/2012	50,000.00
Maul Community Theatre	68 N. Market St. Wailuku, HI 96793-1776	Box Office and Donor Software Implementation	6/11/2012	5,000.00
Maui Huliiau Foundation	P.O. Box 977 Ha'iku, HI 96708	Huliiau Environmental Filmmaking Club	8/31/2012	5,000.00
Maui United Way	270 Hookahi St, Suite 301 Wailuku, HI 96768	2012-2013 Annual Campaign	12/18/2012	10,000.00
Maui Youth and Family Services Inc.	PO Box 790006 Paia, HI 96779-0006	MYFS Hawaiian Cultural Education Program	12/18/2012	5,000.00
Milliani Community Church	95-801 Kipapa Dr., Room 2 Milliani, HI 96789	Phase I Early Education Building	6/26/2012	25,000.00
Moanalua Gardens Foundation, Inc.	1352 Pineapple Place Honolulu, HI 96819	Huaka'i o Kamananui Curriculum Project Matching Funds	5/2/2012	5,000.00
Molokai Community Service Council	P.O. Box 2047 Kaunakakai, HI 96748	2012-2013 Annual Campaign: Friendly Isle United Way	12/18/2012	6,000.00
Na Hoaloa Maui Interfaith Volunteer Caregivers	P.O. Box 3208 Wailuku, HI 96793	Aloha Cruisers: Senior Assisted Transportation Project	8/31/2012	5,000.00
Nisei Veterans Memorial Center	P.O. Box 216 Kahului, HI 96733	NVMC Education Center	3/2/2012	10,000.00
Oahu Resource Conservation & Development Council	99-193 Alea Heights Dr, Ste 111 Alea, HI 96701	E Alu Pu: Communities in Conservation	6/11/2012	5,000.00
Pacific News Service	275 9th St. San Francisco, CA 94103	The Beat Within- Hawaii	6/11/2012	3,000.00
Papahana Kuaola	P.O. Box 6484 Kaneohe, HI 96744	Exploring Nature at Waipao	6/11/2012	5,000.00
Parker School	65-1224 Lindsey Road Kamuela, HI 96743	Foundation for the Future	10/26/2012	50,000.00
Parker School	65-1224 Lindsey Road Kamuela, HI 96743	General Support	12/18/2012	2,500.00
Partners in Development	2040 Bachelot Street Honolulu, HI 96817	Baibala Hemolele Project	6/29/2012	100,000.00
PATCH (People Attentive to Children)	650 Iwilei Road, Suite 205 Honolulu, HI 96817	Early Childhood Education Online Training Program	6/11/2012	10,000.00
Planned Parenthood of Hawaii	1350 S. King Street, Ste. 309 Honolulu, HI 96814	PPHI Basic Reproductive and Sexual Health Programs Across Hawaii	12/18/2012	8,000.00
Pohaha I Ka Lani	P. O. Box 106 Honokaa, HI 96727	Ho'omalalama I Ka Malama / Ka Wai I Ho'oulu Ai	6/11/2012	3,000.00
Project Vision Hawaii	2938 Pacific Heights Road Honolulu, HI 96813	WE... A Hui for Health	6/11/2012	10,000.00
Puna Men's Chorus	P.O. Box 1881 Pahoa, HI 96778	Flagship West Hawaii Outreach Expansion	3/2/2012	3,000.00
Punahou School	1601 Punahou Street Honolulu, HI 96822	Kindergarten-First Grade (K-1) Project	12/3/2012	200,000.00

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

2012 Grants List

Organization	Address	Designation	Check Date	Payment Amount
Purdue University	475 Stadium Mall Dr., West Lafayette, IN 47907-2040	The Tropical Hardwood Tree Improvement and Regeneration Center	12/18/2012	25,000.00
Recycle Hawaii	P.O. Box 4847 Hilo, HI 96720-0847	Paint Collection Revamp	1/20/2012	15,000.00
Rehabilitation Hospital of the Pacific Foundation	226 North Kuakini Street Honolulu, HI 96817	Third Floor Unit Team Station	6/11/2012	40,000.00
Re-use Hawaii	PO Box 161291 Honolulu, HI 96816	General Support	12/18/2012	2,500.00
Reverend Abraham Kahu Akaka Ministries Foundation	2825 South King Street, #3401 Honolulu, HI 96826	Preserve and Archive the Works of Rev. Abraham K. Akaka - Part II	12/18/2012	10,000.00
Sacred Hearts Academy	3253 Waiālae Avenue Honolulu, HI 96816	Sacred Hearts Academy Student Center	6/11/2012	25,000.00
Seabury Hall	480 Olinda Road Makawao, HI 96768	Creative Arts Center	11/14/2012	50,000.00
Shriners Hospital for Children	1310 Punahou Street Honolulu, HI 96826	Shriners Hospitals for Children Honolulu new building project of entire facility	1/27/2012	50,000.00
Small World Preschool	P.O. Box 636 Kamuela, HI 96743-0636	ADA Compliance, Parking Stalls, and Drywell Installation Requirements	6/19/2012	15,000.00
Small World Preschool	P.O. Box 636 Kamuela, HI 96743-0636	General Support	12/18/2012	2,500.00
Special Olympics Hawaii, Inc.	P.O. Box 3295 Honolulu, HI 96801	Special Education Young Adult Preschool Program	3/2/2012	3,580.00
St. Andrew's Priory School	224 Queen Emma Square Honolulu, HI 96813	Curriculum Mapping	8/31/2012	10,000.00
St. Francis Healthcare Foundation of Hawaii	2228 Liliha Street Suite 205 Honolulu, HI 96817	St. Francis Intergenerational Center	6/11/2012	25,000.00
St. Francis School	2707 Pāmoa Road Honolulu, HI 96822	Athletic Gymnasium	10/2/2012	25,000.00
State of Hawaii - DOE, Chiefess Kamakahelei Middle School	4431 Nuhou Street Lihue, HI 96766	CAPE Principals Leadership Academy - Debra Badua	3/2/2012	5,000.00
Supporting the Language of Kauai	P.O. Box 245 Lihue, HI 96765	Modular Unit Project	8/31/2012	25,000.00
Surfrider Spirit Sessions	P.O. Box 1677 Kailua, HI 96734	Surfrider Spirit Sessions Educational & Mentoring Programs for Youth	6/11/2012	10,000.00
Sustainable Molokai	P.O. Box 250 Kaunakakai, HI 96748	Malama Honua - Earth Stewards	6/11/2012	10,000.00
Teach For America	99-080 Kauhale St. C-20 Aiea, HI 96701	Teach For America - Hawai'i - Double Hawai'i Corps Size to Increase Impact	6/11/2012	25,000.00
The Arc of Hilo	1099 Waiānūenue Ave. Hilo, HI 96720	Capital Expansion - Multi Purpose Facility	8/31/2012	25,000.00
The Episcopal Church in Hawaii	229 Queen Emma Square Honolulu, HI 96813	Documentary Film: 150 Years of Ministry in Hawai'i	6/11/2012	3,000.00
The Kohala Center, Inc.	P.O. Box 437462 Kamuela, HI 96743	KWP: Watershed Education and Stewardship on Kohala Mountain	1/10/2012	20,000.00
The Kohala Center, Inc.	P.O. Box 437462 Kamuela, HI 96743	Environmental Monitoring in Kahalu'u Bay	12/18/2012	8,000.00

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

2012 Grants List

Organization	Address	Designation	Check Date	Payment Amount
The Nature Conservancy of Hawaii	923 Nu'uanu Ave. Honolulu, HI 96817	Community-based Marine Conservation and the Marine Fellowship Program	3/6/2012	50,000.00
The Salvation Army-Hawaiian & Pacific Islands Division	2950 Manoa Road Honolulu, HI 96822	Ray and Joan Kroc Corps Community Center	8/3/2012	50,000.00
Tri-Isle Resource Conservation and Development Council	Box 338 Wailuku, HI 96733	Maul Invasive Species Committee: Tractor Purchase for Coqui Frog Control in Maliko Gulch, Maui	3/2/2012	4,884.00
Tri-Isle Resource Conservation and Development Council	Box 338 Kahului, HI 96733	Kaho'olawe Island Reserve Commission: Restoring Kaho'olawe's Agricultural Traditions	8/31/2012	10,000.00
Trinity Church Central Oahu, Inc.	95-388 Wikao Street Mililani, HI 96789	Community Outreach and Education Building and Classroom Building	2/14/2012	25,000.00
United States Veterans Initiative	733 S. Hindry Avenue Inglewood, CA 90301	Advance Women Veterans Program	12/18/2012	15,000.00
University of Hawaii Foundation	2444 Dole St., Bachman 105 Honolulu, HI 96822	President's Discretionary Fund	2/29/2012	25,000.00
Volcano Art Center	P.O. Box 129 Volcano, HI 96785	General Support	12/18/2012	2,500.00
Voyager School Foundation	670 Auahi Street Unit A5 Honolulu, HI 96813	A Place to Call Home, Phase I	6/11/2012	25,000.00
Waianae Coast Community Mental Health Center, Inc.	86-226 Farrington Highway Waianae, HI 96792	Food Commons	8/31/2012	10,000.00
Waimanalo Health Center	41-1347 Kalaniana'ole Highway Waimanalo, HI 96795	Healthy Hale: Helping Families Create Health Homes	6/11/2012	10,000.00
Waipahu United Church of Christ	94-330 Mokuola Street Waipahu, HI 96797-3313	Waipahu UCC Community Center Renovation	5/7/2012	25,000.00
Washington Place Foundation	P. O. Box 873 Honolulu, HI 96808	Research to Support the Care and Restoration of Washington Place	1/10/2012	50,000.00
Washington Place Foundation	P.O. Box 873 Honolulu, HI 96808	General Support	12/18/2012	5,000.00
Wilcox Health Foundation	3-3420 Kukio Highway Lihue, HI 96766	EKG Diagnosis System	8/31/2012	15,000.00
Windward Choral Society	202 Aiokoa Street Kailua, HI 96734	Specialty Concerts for Windward Oahu	3/2/2012	3,000.00
YMCA of Honolulu, Metropolitan Office	1441 Pali Hwy. Honolulu, HI 96813	Helping Oahu's Keiki Have Hope - H3	8/31/2012	48,680.00
YMCA of Honolulu, Metropolitan Office	1441 Pali Hwy. Honolulu, HI 96813	General Support	12/18/2012	8,500.00
Young Life	420 N. Cascade Avenue Colorado Springs, CO 80903	Young Life Capernaum Kauai	12/18/2012	5,000.00
Young of Heart Workshop	1833 Vancouver Pl. Honolulu, HI 96822	IKE MAOPOPO: To See Clearly - Tradition, Magic, Vitality	6/11/2012	10,000.00
Youth Horizons Hawaii	PO Box 2393 Kamuela, HI 96743	Honoka'a Skate Club: Honoka'a Skate Park	12/18/2012	10,000.00
YWCA of Kauai	3094 Elua St. Lihue, HI 96766	Agency Expansion, Relocation and Building Renovation	10/10/2012	20,000.00

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

2012 Grants List

Organization	Address	Designation	Check Date	Payment Amount
YWCA of Oahu	1040 Richards Street Honolulu, HI 96813	Capacity Building for YWCA Economic Advancement Programs	6/11/2012	13,850.00
				<u>\$3,939,746.00</u>

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

Payee Name	Purpose	Payment Amount
------------	---------	----------------

Azusa Pacific University

P O Box 7000
Azusa, CA 91702-7000

Akau, Kalaninui	Scholarship	\$500 00
Fuchigami, Bethany	Scholarship	\$2,850 00
Fuyuki, Ken	Scholarship	\$6,500 00
Manley, Charisse	Scholarship	\$6,500 00
Manley, Colton	Scholarship	\$6,500 00
Song, Samuel	Scholarship	\$6,000 00
Tanoue, Matthew	Scholarship	\$6,100 00
Subtotal for Azusa Pacific University		\$34,950 00

Biola University

13800 Biola Ave
La Mirada, CA 90639-0001

Campbell, Ben	Scholarship	\$5,750 00
Fuyuki, Emi	Scholarship	\$6,500 00
Subtotal for Biola University		\$12,250 00

Chaminade University of Honolulu

3140 Waiālae Avenue
Honolulu, HI 96816-1578

Peich, Stevan	Scholarship	\$5,500 00
Subtotal for Chaminade University of Honolulu		\$5,500 00

George Fox University

414 N Meridian St
Newberg, OR 97132

Pena, James	Scholarship	\$6,200 00
Tanoue, Gabriel	Scholarship	\$5,790 00
Subtotal for George Fox University		\$11,990 00

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

Golden Gate Baptist Theological Seminary

201 Seminary Drive
Mill Valley, CA 94931-3163

Galacia, Matthew	Scholarship	\$4,570 00
Higa, Carlos	Scholarship	\$4,570 00
Sunagawa, Karl	Scholarship	\$4,570 00
Young, Brent	Scholarship	\$4,540 00

Subtotal for Golden Gate Baptist Theological Seminary	\$18,250 00
---	-------------

Hawaii Pacific University

1166 Fort Street, 2nd Floor
Honolulu, HI 96813

Patterson, Joanna	Scholarship	\$2,880 00
-------------------	-------------	------------

Subtotal for Hawaii Pacific University	\$2,880 00
--	------------

North Park University

3225 W Foster Ave
Chicago, IL 60625-4895

Gaskins, Caleb	Scholarship	\$3,410 00
Gaskins, Hannah	Scholarship	\$3,430 00

Subtotal for North Park University	\$6,840 00
------------------------------------	------------

Point Loma Nazarene University

3900 Lomaland Dr
San Diego, CA 92106-2899

Kailimai, William	Scholarship	\$6,330 00
-------------------	-------------	------------

Subtotal for Point Loma Nazarene University	\$6,330 00
---	------------

School of the Art Institute of Chicago

36 S Wabash Avenue, Sullivan Center, Suite 1218
Chicago, IL 60603

Kang, Sharon	Scholarship	\$4,720 00
--------------	-------------	------------

Subtotal for School of the Art Institute of Chicago	\$4,720 00
---	------------

GRANTS STATEMENT 2

2 of 4

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

Seattle Pacific University
3307 3rd Ave W
Seattle, WA 98119-1997

Jarman, John	Scholarship	\$4,360 00
Subtotal for Seattle Pacific University		\$4,360 00

University of Hawaii - Manoa
2440 Campus Rd , Box 447
Honolulu, HI 96822

Campbell, Joseph	Scholarship	\$500 00
Subtotal for University of Hawaii - Manoa		\$500 00

University of Hawaii - Maui College
310 Kaahumanu Ave
Kahului, HI 96732-1617

Baz, Mailani	Scholarship	\$2,660 00
Subtotal for University of Hawaii - Maui College		\$2,660 00

University of Hawaii - West Oahu
Financial Aid Office, 96-129 Ala Ike
Pearl City, HI 96782-3699

Teixeira, David	Scholarship	\$5,470 00
Subtotal for University of Hawaii - West Oahu		\$5,470 00

Westmont College
955 La Paz Rd
Santa Barbara, CA 93108-1089

Ross, Hannah	Scholarship	\$6,500 00
Subtotal for Westmont College		\$6,500 00

Atherton Family Foundation
TIN: 51-0175971
Year ended December 31, 2012

Whitworth University

300 W Hawthorne Rd, McEachran Hall
Spokane, WA 99251

Honold, Jeremy	Scholarship	\$6,100 00
Subtotal for Whitworth University		\$6,100 00
Total for Fund		\$129,300 00

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

RETURN OF PRIVATE FOUNDATION
FORM 990-PF

EYE	EIN	NAME	TAX DUE
12/31/2012	51-0175971	ATHERTON FAMILY FOUNDATION	0.00

Application for Extension of Time To File an Exempt Organization Return

OMB No 1545-1709

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

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- 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

Type or print	Name of exempt organization or other filer, see instructions ATHERTON FAMILY FOUNDATION C/O BANK OF HAWAII	Employer identification number (EIN) or 51-0175971
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 P.O. BOX 3170, DEPT. 715	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions HONOLULU, HI 96802-3170	

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

0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	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

BANK OF HAWAII

- The books are in the care of ► **130 MERCHANT STREET - HONOLULU, HI 96813**

Telephone No ► **808-694-4540**

FAX No ►

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for
► ☒ calendar year **2012** or
► ☐ tax year beginning _____, and ending _____

- 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	\$	107,477.
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	\$	77,477.
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	\$	30,000.

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.

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Employer identification number (EIN) or
	ATHERTON FAMILY FOUNDATION		51-0175971
	C/O BANK OF HAWAII		
	Number, street, and room or suite no. If a P.O. box, see instructions.		Social security number (SSN)
	P.O. BOX 3170, DEPT. 715		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
	HONOLULU, HI 96802-3170		

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

04

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.

BANK OF HAWAII

- The books are in the care of **130 MERCHANT STREET - HONOLULU, HI 96813**

Telephone No **808-694-4525**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

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

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

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

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

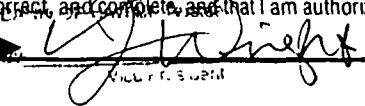
7 State in detail why you need the extension

MORE TIME IS NEEDED TO GATHER INFORMATION NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	3,000.
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	\$	107,477.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature  Title **AGENT**

Date **8/6/2013**
Form 8868 (Rev. 1-2013)