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 , 2012, and ending , 20

Name of foundation CONSUELO ZOBEL ALGER FOUNDATION		**A** Employer identification number 99-0266163
Number and street (or P O box number if mail is not delivered to street address) 110 NORTH HOTEL STREET	Room/suite	**B** Telephone number (see instructions) (808) 532-3939
City or town, state, and ZIP code HONOLULU, HI 96817		**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)* ▶ $ 152,803,403.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue 1	Contributions, gifts, grants, etc., received (attach schedule)	140,171.			
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	846,892.	846,892.	846,892.	
4	Dividends and interest from securities	2,052,579.	2,052,579.	2,052,579.	
5a	Gross rents	103,078.	103,078.	103,078.	
b	Net rental income or (loss) 37,057.				
6a	Net gain or (loss) from sale of assets not on line 10	8,064,267.			
b	Gross sales price for all assets on line 6a 210,696,193.				
7	Capital gain net income (from Part IV, line 2)		8,675,742.		
8	Net short-term capital gain			1,427,112.	
9	Income modifications			316,206.	
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) ATCH 1	2,661.		2,661.	
12	**Total.** Add lines 1 through 11	11,209,648.	11,678,291.	4,748,528.	
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	360,500.			360,500.
14	Other employee salaries and wages	555,712.	25,872.	25,872.	529,293.
15	Pension plans, employee benefits	168,377.			215,244.
16a	Legal fees (attach schedule) ATCH 2	4,468.			4,468.
b	Accounting fees (attach schedule)	130,258.			139,104.
c	Other professional fees (attach schedule)	1,356,598.	859,056.	859,056.	443,384.
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 3	440,086.	49,212.	49,212.	283,981.
19	Depreciation (attach schedule) and depletion	256,467.	24,729.	24,729.	
20	Occupancy	32,533.			32,311.
21	Travel, conferences, and meetings	234,466.			258,891.
22	Printing and publications	20,490.			19,947.
23	Other expenses (attach schedule) ATCH 4	3,264,946.	2,229.	2,229.	3,111,515.
24	**Total operating and administrative expenses.** Add lines 13 through 23	6,824,901.	961,098.	961,098.	5,398,638.
25	Contributions, gifts, grants paid	127,542.			
26	**Total expenses and disbursements** Add lines 24 and 25	6,952,443.	961,098.	961,098.	5,398,638.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	4,257,205.			
b	**Net investment income** (if negative, enter -0-)		10,717,193.		
c	**Adjusted net income** (if negative, enter -0-)			3,787,430.	

RECEIVED OCT 22 2013 OGDEN, UT

SCANNED OCT 24 2013

JSA **For Paperwork Reduction Act Notice, see instructions.**
2E1410 1 000
52T0WP 1061

13 G18

Part II Balance Sheets

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

		Line	Description	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			
	2		Savings and temporary cash investments	4,795,465.	7,721,001.	7,721,001.
	3		Accounts receivable ▶ 351,069.			
			Less: allowance for doubtful accounts ▶	192,294.	351,069.	351,069.
	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 (attach schedule) ▶ *		* 4,206.	ATCH 5
			Less. allowance for doubtful accounts ▶	4,206.	4,206.	
	8		Inventories for sale or use			
	9		Prepaid expenses and deferred charges	90,425.	110,123.	110,123.
	10	a	Investments - U.S and state government obligations (attach schedule)	10,423,436.	9,591,595.	9,591,595.
		b	Investments - corporate stock (attach schedule) ATCH 6	95,060,877.	112,772,467.	112,772,467.
		c	Investments - corporate bonds (attach schedule) ATCH 7	16,883,682.	16,307,090.	16,307,090.
	11		Investments - land, buildings, and equipment basis ▶ 985,706.			ATCH 10
			Less. accumulated depreciation (attach schedule) ▶ 525,530.	458,845.	460,176.	1,131,653.
	12		Investments - mortgage loans			
	13		Investments - other (attach schedule) ATCH 9	2,292,117.	-3,082,119.	-3,082,119.
	14		Land, buildings, and equipment basis ▶ 9,276,828.			ATCH 10
			Less accumulated depreciation (attach schedule) ▶ 3,332,221.	6,219,922.	5,944,607.	7,243,094.
	15		Other assets (describe ▶ ATCH 11)	649,183.	657,430.	657,430.
	16		**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	137,070,452.	150,837,645.	152,803,403.
Liabilities	17		Accounts payable and accrued expenses	1,797,859.	1,948,748.	
	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 ▶ ATCH 12)	187,168.	354,168.	
	23		**Total liabilities** (add lines 17 through 22)	1,985,027.	2,302,916.	
Net Assets or Fund Balances			**Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24		Unrestricted	135,014,159.	148,518,601.	
	25		Temporarily restricted	71,266.	16,128.	
	26		Permanently restricted			
			Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]			
	27		Capital stock, trust principal, or current funds			
	28		Paid-in or capital surplus, or land, bldg, and equipment fund			
	29		Retained earnings, accumulated income, endowment, or other funds			
	30		**Total net assets or fund balances** (see instructions)	135,085,425.	148,534,729.	
	31		**Total liabilities and net assets/fund balances** (see instructions)	137,070,452.	150,837,645.	

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	135,085,425.
2	Enter amount from Part I, line 27a	2	4,257,205.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	10,046,399.
4	Add lines 1, 2, and 3	4	149,389,029.
5	Decreases not included in line 2 (itemize) ▶ ATCH 14	5	854,300.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	148,534,729.

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 PART IV SCHEDULE			
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	8,675,742.
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	1,427,112.

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	5,528,809.	136,559,842.	0.040486
2010	5,559,609.	130,046,467.	0.042751
2009	5,415,034.	114,704,682.	0.047208
2008	5,686,352.	140,399,779.	0.040501
2007	5,551,857.	157,959,030.	0.035147

2 **Total** of line 1, column (d)	2	0.206093
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	0.041219
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	137,856,922.
5 Multiply line 4 by line 3	5	5,682,324.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	107,172.
7 Add lines 5 and 6	7	5,789,496.
8 Enter qualifying distributions from Part XII, line 4	8	5,488,035.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	214,344.
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	
3	Add lines 1 and 2	3	214,344.
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	214,344.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 299,887.		
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	299,887.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	85,543.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 85,543. **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?	4b	X	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ HI,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	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 ▶ WWW.CONSUELO.ORG

14 The books are in care of ▶ CONSUELO ZOBEL ALGER FDN Telephone no ▶ 808-532-3939

Located at ▶ 110 NORTH HOTEL STREET HONOLULU, HI ZIP+4 ▶ 96817

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

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

		Line	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 ▶ PHILIPPINES			

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.

		Line	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? SEE PT VIII ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b	N/A	
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)*	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

JSA
2E1450 1 000
52T0WP 1061

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)? **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? ATCH 15 ☒ 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? **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
ATCH 16		360,500.	69,457.	0

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
ATCH 17		280,471.	60,887.	0

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
ATCH 18		667,540.
Total number of others receiving over $50,000 for professional services . . . ▶		1

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 CONSUELO FOUNDATION PHILIPPINE BRANCH: VARIOUS PROGRAMS ON PREVENTION AND TREATMENT OF ABUSED, EXPLOITED, AND NEGLECTED WOMEN AND CHILDREN.	1,446,535.
2 CHILD AND FAMILY SERVICE PHILIPPINES PROJECT: PREVENTION OF CHILD ABUSE AND NEGLECT, DAY-BASED CENTER FOR CICL, PILOT TEST FOR GROWING GREAT KIDS PROGRAM, AND SHELTER SERVICES.	324,149.
3 WESTERN SAMAR DEVELOPMENT FOUNDATION, INC. PROJECT: CHILD ABUSE PREVENTION NETWORK, REPRODUCTIVE HEALTH & FAMILY PLANNING SERVICES, SHELTER SERVICES FOR SURVIVORS OF ABUSE	119,690.
4 UNIVERSITY OF HAWAII MYRON B THOMPSON SCHOOL OF SOCIAL WORK: RESEARCH FACULTY PROJECT RELATING TO CHILD ABUSE AND NEGLECT IN HAWAII	174,389.

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 SWEAT EQUITY ADVANCES - PROVIDE FUNDS TO RESIDENTS OF SELF HELP HOUSING PROJECT FOR IMPROVEMENTS AND OTHER COSTS RELATED TO THEIR HOMES.	11,321.
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 . . . ▶	11,321.

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	132,260,405.
b	Average of monthly cash balances	1b	6,394,853.
c	Fair market value of all other assets (see instructions)	1c	1,301,008.
d	**Total** (add lines 1a, b, and c)	1d	139,956,266.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	139,956,266.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	2,099,344.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	137,856,922.
6	**Minimum investment return.** Enter 5% of line 5	6	6,892,846.

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

1	Minimum investment return from Part X, line 6	1	
2a	Tax on investment income for 2012 from Part VI, line 5 2a		
b	Income tax for 2012. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	
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	

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	5,398,638.
b	Program-related investments - total from Part IX-B	1b	11,321.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	78,076.
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	5,488,035.
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	5,488,035.

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				
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
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 ▶ $				
a Applied to 2011, but not more than line 2a				
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				
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				
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				

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 . . . . ▶ 06/12/1989

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

	Tax year (a) 2012	Prior 3 years (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	3,787,430.	1,714,293.	4,128,392.	1,811,452.	11,441,567.
b 85% of line 2a	3,219,316.	1,457,149.	3,509,133.	1,539,734.	9,725,332.
c Qualifying distributions from Part XII, line 4 for each year listed	5,488,035.	5,528,809.	5,649,750.	5,432,929.	22,099,523.
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	5,488,035.	5,528,809.	5,649,750.	5,432,929.	22,099,523.
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	4,595,231.	4,551,995.	4,334,882.	3,823,489.	17,305,597.
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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 19				
Total . . . . ▶ **3a**				127,542.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a RENT-TO-OWN INCOME			16	1,600.	
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	846,892.	
4 Dividends and interest from securities	900004	993.	14	2,051,586.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property			16	37,057.	
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	8,064,267.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a MISCELLANEOUS			01	1,061.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		993.		11,002,463.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 11,003,456.

(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.)

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		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

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.

▶ [signature] 10/16/13 ▶ CFO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
GREGG K. FURUYA	[signature]	OCT 07 2013		P00290855

Firm's name ▶ DELOITTE TAX LLP — Firm's EIN ▶ 86-1065772

Firm's address ▶ 999 BISHOP ST. SUITE 2700 HONOLULU, HI 96813 — Phone no 808-543-0700

JSA
2E1493 1 000
52TOWP 1061

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization
CONSUELO ZOBEL ALGER FOUNDATION

Employer identification number
99-0266163

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

General Rule

☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II.

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

Name of organization CONSUELO ZOBEL ALGER FOUNDATION

Employer identification number 99-0266163

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CONTRIBUTIONS < $5000	$ 9,556.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
2	NANDY M. SARDA CHARITABLE FUND 2816 VISTA BUTTE DRIVE LAS VEGAS, NV 89134	$ 30,615.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
3	HAWAII COMMUNITY FOUNDATION 1164 BISHOP STREET, SUITE 800 HONOLULU, HI 96813	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
4	OFFICE OF HAWAIIAN AFFAIRS 711 KAPIOLANI BLVD., SUITE 500 HONOLULU, HI 96813	$ 50,000.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization CONSUELO ZOBEL ALGER FOUNDATION

Employer identification number 99-0266163

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
----		$	

Name of organization CONSUELO ZOBEL ALGER FOUNDATION

Employer identification number 99-0266163

Part III *Exclusively* **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry.

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ $

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	ADJUSTED NET INCOME
MISCELLANEOUS		1,061.	1,061.
RENT-TO-OWN INCOME		1,600.	1,600.
	TOTALS	2,661.	2,661.

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	4,468.			4,468.
TOTALS	4,468.			4,468.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
CURRENT NET INVESTMENT INCOME	202,462.			244,500.
DEFERRED NET INVESTMENT INCOME	167,000.			
PHILIPPINE INCOME TAX	23,911.	42,576.	42,576.	
PAYROLL TAXES	46,113.	6,636.	6,636.	38,881.
REAL PROPERTY TAXES	600.			600.
TOTALS	440,086.	49,212.	49,212.	283,981.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
INSURANCE	91,983.	612.	612.	67,249.
LICENSES/FEES	12,062.	1,617.	1,617.	10,443.
STAFF DEVELOPMENT	9,174.			9,174.
UTILITIES	57,325.			57,454.
MAINTENANCE	88,332.			86,411.
SUPPLIES	22,406.			23,479.
TELEPHONE	21,958.			21,521.
MISCELLANEOUS	28,949.			-39,097.
COMMUNITY RELATIONS	86,127.			86,127.
EMPLOYEE RELATIONS	7,225.			6,584.
SECURITY	7,937.			7,484.
POSTAGE	3,345.			2,965.
MEALS & ENTERTAINMENT	21,512.			23,105.
LOSS ON SALE OF FIXED ASSET	38,015.			
DUES & SUBSCRIPTIONS	21,430.			20,077.
PROGRAM EXPENDITURES	2,733,743.			2,715,116.
CABLE/INTERNET	13,423.			13,423.
TOTALS	3,264,946.	2,229.	2,229.	3,111,515.

ATTACHMENT 5

FORM 990PF, PART II - OTHER NOTES AND LOANS RECEIVABLE

BORROWER:	DENNIS & YEVETTE SAKAMOTO
ORIGINAL AMOUNT:	6,618.
INTEREST RATE:	5.330000
DATE OF NOTE:	01/31/2002
MATURITY DATE:	11/01/2017
REPAYMENT TERMS:	MONTHLY P&I INSTALLMENTS
PURPOSE OF LOAN:	ADDITIONAL PROCEEDS TO PURCHASE KE AKA HO'ONA HOME
DESCRIPTION AND FMV OF CONSIDERATION:	CASH - $6,618

BEGINNING BALANCE DUE	4,206.
ENDING BALANCE DUE	4,206.
TOTAL BEGINNING OTHER NOTES AND LOANS RECEIVABLE	4,206.
TOTAL ENDING BOOK - OTHER NOTES AND LOANS RECEIVABLE	4,206.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BANK OF THE PHILIPPINE ISLANDS	10,916,333.	14,079,726.	14,079,726.
METROBANK (PHILIPPINE)	668,246.		
ATALANTA SOSNOFF	18,082,577.		
PAYDEN & RYGEL	2,930,455.	5,997,857.	5,997,857.
HBK OFFSHORE FUND	1,363,500.	1,444,282.	1,444,282.
DREYFUS INST'L RES MONEY	475,676.	24,112.	24,112.
CHARTWELL INVESTMENT PARTNERS	7,565,310.	10,647,401.	10,647,401.
MORGAN STANLEY	2,500,000.		
BNY DELAWARE	21,299.		
FARALLON CAPITAL OFFSHORE	3,280,711.	1,708,013.	1,708,013.
OZ OVERSEAS	1,939,465.	2,036,888.	2,036,888.
WENTWORTH, HAUSER, AND VIOLICH	9,152,648.	10,514,424.	10,514,424.
WCM	6,669,135.	9,720,293.	9,720,293.
LAURUS OFFSHORE FUND LTD.	1,570,693.		
PENN CAPITAL	7,673,270.		
CAMULOS PARTNERS	6,791.		
VALENS OFFSHORE FUND	694,624.	482,101.	482,101.
BNY MUTUAL FUNDS	19,550,144.	23,512,168.	23,512,168.
POLEN CAPITAL		4,866,528.	4,866,528.
MILLER HOWARD		8,038,638.	8,038,638.
FIDUCIARY MANAGEMENT		8,607,079.	8,607,079.
D.E. SHAW		1,211,306.	1,211,306.
GEM REALTY		1,545,396.	1,545,396.
GRAHAM		1,028,389.	1,028,389.
IVORY OFFSHORE		1,055,857.	1,055,857.
KLS DIVERSIFIED		1,058,769.	1,058,769.
MILLENNIUM INTERNATIONAL		1,547,030.	1,547,030.
MONARCH DEBT RECOVERY		1,076,543.	1,076,543.
SEG PARTNERS OFFSHORE		987,496.	987,496.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TACONIC OFFSHORE		1,582,171.	1,582,171.
TOTALS	95,060,877.	112,772,467.	112,772,467.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PAYDEN & RYGEL	16,883,682.	9,431,512.	9,431,512.
BNY MUTUAL FUNDS GROUP		6,875,578.	6,875,578.
TOTALS	16,883,682.	16,307,090.	16,307,090.

CONSUELO ZOBEL ALGER FOUNDATION 99-0266163

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		INVESTMENTS					VARIOUS	VARIOUS
205931742.		200584550.					5,347,192.	
		FIXED ASSETS					VARIOUS	VARIOUS
693,985.		550,600.					143,385.	
		AYALA STOCK					VARIOUS	VARIOUS
3,968,746.		783,581.					3,185,165.	
TOTAL GAIN(LOSS)							8,675,742.	

ATTACHMENT 9

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NET (PAYABLES) RECEIVABLES FOR UNSETTLED TRANSACTIONS	2,292,117.	-3,082,119.	-3,082,119.
TOTALS	2,292,117.	-3,082,119.	-3,082,119.

Description of Property

DEPRECIATION

Asset description	Date placed in service	Unadjusted Cost or basis	Bus %	179 exp reduction in basis	Basis Reduction	Basis for depreciation	Beginning Accumulated depreciation	Ending Accumulated depreciation	Me-thod	Conv	Life	ACRS class	MA CRS class	Current-year 179 expense	Current-year depreciation
LAND - 110 N HOTEL	01/01/2003	1,376,219.	100.000												
BLDG - CHINATOWN	01/01/2003	2,670,521.	100.000			2,670,521.	1,295,467.	1,378,793.							83,326
EQUIPMENT	01/01/2003	164,467.	100.000			164,467.	133,001.	148,356.							15,355.
SOFTWARE	01/01/2003	2,627.	100.000			2,627.	2,627	2,627.							
CONDO UNITS - PI	01/01/2003	304,021.	100.000			304,021.	177,571.	202,768.							25,197
LAND - WAIANAE	01/01/2003	1,522,870.	100.000			1,522,870.									
PIP-SELF HELP HOUS	01/01/2003	453,093	100 000			453,093.									
BLDG-CITIBANK(NON)	01/01/2003	985,706.	100 000			985,706.	495,813.	525,530							29,717.
FURNITURE/FIXTURES	01/01/2003	294,940	100 000			294,940.	258,917.	266,280.							7,363
BLDG-CITIBANK(CHAR	01/01/2004	1,714,198.	100.000			1,714,198.	862,040.	913,710							51,670.
FF&E - PI	01/01/2006	221,660.	100.000			221,660	200,413.	203,049.							2,636
OFFICE EQUIP - PI	01/01/2006	89,686.	100 000			89,686.	74,947.	78,986.							4,039.
COMPUTERS - PI	01/01/2006	114,772.	100.000			114,772.	60,296.	72,857.							12,561.
VEHICLES - PI	01/01/2006	72,202	100.000			72,202.	8,648.	18,668.							10,020.
CONDO FURN - PI	01/01/2005	30,455.	100.000			30,455	22,598.	24,897.							2,299.
CONSUELO HOME	01/01/2009	232,872.	100.000			232,872.	11,603.	17,219.							5,616
ARTWORK	01/01/2012	6,140.	100.000			6,140									
KUKUI	01/01/2009	59,466.	100.000			59,466.									6,668. *
KUKUI	01/01/2009	6,085.	100 000			6,085.	4,011.	4,011.							
Less Retired Assets		59,466.				59,466.									
Subtotals		10262534.				8,886,315.	3,607,952.	3,857,751.							
Listed Property															
Less Retired Assets															
Subtotals															
TOTALS		10262534.				8,886,315.	3,607,952.	3,857,751.							256,467.

AMORTIZATION

Asset description	Date placed in service	Cost or basis	Accumulated amortization	Ending Accumulated amortization	Code	Life	Current-year amortization
TOTALS							

*Assets Retired

JSA
2X9024 1 000

ATTACHMENT 10

52T0WP 1061

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
OTHER ASSETS		649,183.	657,430.	657,430.
	TOTALS	649,183.	657,430.	657,430.

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE
DEFERRED NET INVESTMENT INCOME TAX		187,168.	354,168.
	TOTALS	187,168.	354,168.

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
FOREIGN CURRENCY GAIN		1,321,105.
UNREALIZED GAIN		8,711,781.
UNUSED GRANT RETURNED		10,000.
CONSOLIDATING ADJUSTMENT		3,513.
	TOTAL	10,046,399.

ATTACHMENT 14

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
OTHER THAN TEMPORARY IMPAIRMENT ADJUSTMENT		854,300.
	TOTAL	854,300.

ATTACHMENT 15

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: CHILD AND FAMILY SERVICE PHILIPPINES
GRANTEE'S ADDRESS: 11 MANZANILLO SUBD., EASTER ROAD 2600
CITY, STATE & ZIP: BAGUIO CITY
FOREIGN COUNTRY: PHILIPPINES
GRANT DATE: 12/31/2012
GRANT AMOUNT: 679.
GRANT PURPOSE: TO SUPPORT ORGANIZATION'S CHARITABLE ACTIVITIES AND FOOD SUSTAINABILITY PROGRAM
AMOUNT EXPENDED: 679.
ANY DIVERSION? NO
DATES OF REPORTS: 10/01/2013
VERIFICATION DATE: 10/01/2013
RESULTS OF VERIFICATION:
THE GRANTOR ENSURED THAT THE GRANT WAS USED FOR ITS INTENDED PURPOSE BY DEPOSITING FUNDS DIRECTLY INTO GRANTEE'S ACCOUNT AND INSTRUCTING GRANTEE OF THE PURPOSE OF THE GRANT. THE GRANTOR HAS NO REASON TO DOUBT THAT THE GRANT WAS USED FOR ANY OTHER PURPOSE.

GRANTEE'S NAME: SOCIAL ACTION CENTER OF JOLO
GRANTEE'S ADDRESS: SANCHEZ STREET 7400
CITY, STATE & ZIP: JOLO, SULU
FOREIGN COUNTRY: PHILIPPINES
GRANT DATE: 02/02/2012
GRANT AMOUNT: 1,015.
GRANT PURPOSE: TO SUPPORT JOLO SCHOOL
AMOUNT EXPENDED: 1,015.
ANY DIVERSION? NO
DATES OF REPORTS: 02/02/2012
VERIFICATION DATE: 02/02/2012
RESULTS OF VERIFICATION:
THE GRANTOR ENSURED THAT THE GRANT WAS USED FOR ITS INTENDED PURPOSE BY DEPOSITING FUNDS DIRECTLY INTO GRANTEE'S ACCOUNT AND INSTRUCTING GRANTEE OF THE PURPOSE OF THE GRANT. THE GRANTOR HAS NO REASON TO DOUBT THAT THE GRANT WAS USED FOR ANY OTHER PURPOSE.

GRANTEE'S NAME: TULOY FOUNDATION, INC.
GRANTEE'S ADDRESS: TULOY SA DON BOSCO STREETCHILDREN 1770
CITY, STATE & ZIP: ALABANG-ZAPOTE ROAD COR. SAN JOSE
FOREIGN PROVINCE: ALABANG, MUNTINLUPA CITY
FOREIGN COUNTRY: PHILIPPINES
GRANT DATE: 06/19/2012
GRANT AMOUNT: 501.
GRANT PURPOSE: TO SUPPORT ORGANIZATION'S STREET CHILDREN PROGRAM
AMOUNT EXPENDED: 501.
ANY DIVERSION? NO
DATES OF REPORTS: 10/01/2013
VERIFICATION DATE: 10/01/2013
RESULTS OF VERIFICATION:
THE GRANTOR ENSURED THAT THE GRANT WAS USED FOR ITS INTENDED PURPOSE BY DEPOSITING FUNDS DIRECTLY INTO GRANTEE'S ACCOUNT AND INSTRUCTING GRANTEE OF THE PURPOSE OF THE GRANT. THE GRANTOR HAS NO REASON TO

FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

DOUBT THAT THE GRANT WAS USED FOR ANY OTHER PURPOSE.

GRANTEE'S NAME: WESTERN SAMAR DEV'T FOUNDATION
GRANTEE'S ADDRESS: MAGSAYSAY BLVD. EXT.
CITY, STATE & ZIP: CALBAYOG CITY
FOREIGN PROVINCE: WESTERN SAMAR
FOREIGN COUNTRY: PHILIPPINES
GRANT DATE: 12/31/2012
GRANT AMOUNT: 21.
GRANT PURPOSE: TO SUPPORT ORGANIZATION'S HEALTHY START PROJECT
AMOUNT EXPENDED: 21.
ANY DIVERSION? NO
DATES OF REPORTS: 09/19/2013
VERIFICATION DATE: 09/19/2013
RESULTS OF VERIFICATION:
THE GRANTOR ENSURED THAT THE GRANT WAS USED FOR ITS INTENDED PURPOSE BY DEPOSITING FUNDS DIRECTLY INTO GRANTEE'S ACCOUNT AND INSTRUCTING GRANTEE OF THE PURPOSE OF THE GRANT. THE GRANTOR HAS NO REASON TO DOUBT THAT THE GRANT WAS USED FOR ANY OTHER PURPOSE.

GRANTEE'S NAME: ASSOCIATION COMPASSION ASIAN YOUTH
GRANTEE'S ADDRESS: 411 SUNFLOWER STREET,DONA FRANCISCA
CITY, STATE & ZIP: BALANGA
FOREIGN PROVINCE: BATAAN
FOREIGN COUNTRY: PHILIPPINES
GRANT DATE: 03/21/2012
GRANT AMOUNT: 118.
GRANT PURPOSE: TO SUPPORT ORGANIZATION'S SHELTER FOR THE ABUSED PROGRAM
AMOUNT EXPENDED: 118.
ANY DIVERSION? NO
DATES OF REPORTS: 09/20/2013
VERIFICATION DATE: 09/20/2013
RESULTS OF VERIFICATION:
THE GRANTOR ENSURED THAT THE GRANT WAS USED FOR ITS INTENDED PURPOSE BY DEPOSITING FUNDS DIRECTLY INTO GRANTEE'S ACCOUNT AND INSTRUCTING GRANTEE OF THE PURPOSE OF THE GRANT. THE GRANTOR HAS NO REASON TO DOUBT THAT THE GRANT WAS USED FOR ANY OTHER PURPOSE.

Child and Family Service

CERTIFICATION

Mr.Nicanor Torre

Director of Programs

Consuelo Foundation

This is to certify that Child and Family Service Philippines Inc. (CFSPI) received from Consuelo Foundation the amount of Twenty eight thousand six hundred fifty three pesos and eleven centavos (PhP 28,653.11) for CFSPI charitable activities and food sustainability program.

RODERICK DURAN

Accountant

PAMELA DE LEON

Administrative Officer

11 Manzanillo Subdivision, Easter Road, Baguio City, Philippines 2600
Telephone +63 74 445 3800 Fax +63 74 442 6156

"Development is the other name for peace" (Paul VI)

SOCIAL ACTION CENTER APOSTOLIC VICARIATE OF JOLO
Bishop's Residence
Jolo, Sulu

ACKNOWLEDGEMENT RECEIPT

Date: February 2, 2012

Received the amount of **FORTY TWO THOUSAND EIGHT HUNDRED FIFTY NINE PESOS (PhP42,859.00)** as DONATION for AVJ-SAC from Consuelo Foundation .
The donation will be used for the badjao school in Jolo.

Received by:

Dionesia Escabarte
AVJ Finance Officer

Noted by:

Ramona G. Pendon, AND
AVJ-SAC Director

TULOY FOUNDATION, INC.
Serving street children since 1993

REDEEMED from helplessness
EMPOWERED to choose right

CERTIFICATE/ACKNOWLEDGEMENT OF DONATION

The undersigned hereby acknowledged that Tuloy Foundation, Inc, received the amount of ***P21, 128.50*** **last** ***June 19, 2012*** *used for the street children program.*

This certification is being issued, upon the request of Mr. Nicanor Torre, Director for Programs of Consuelo Foundation.

Fr. MARCIANO G. EVANGELISTA SDB
President
Tuloy Foundation, Inc.

Tuloy sa Don Bosco Streetchildren Village, Alabang-Zapote Road cor. San Jose Village, Alabang, Muntinlupa City 1770 Philippines
Tel Numbers: (632) 7750683, 7750484-5 Telefax: (632) 7750483 E-mail: fr rocky@tuloyfoundation.org Web Site: http://www.tuloyfoundation org

Tuloy Foundation, Inc.

(Street Children Project)

Tuloy sa Don Bosco St., Children Village, Alabang-Zapote Rd., San Jose St.,
Alabang Muntinlupa City • Tel.: 775-0484 to 85 / 775-0683 • Fax: 775-0483
NON VAT Reg.TIN: 005-179-621-000

OFFICIAL RECEIPT № 19319

Date 19 June, 2012

RECEIVED from CONSUELO FOUNDATION TIN ______

Address ______

the sum of twenty one thousand one hundred twenty eight pesos only 50/100

(₱ 21,128.50) as donation

Cash		
Check ✓	Bank CITIBANK	Number 1000014701

CONSUELO FOUNDATION

By: ______ Authorized Signature

50 Bklts.(50x2) 17501-20000 [illegible] 01-03-2011
BABY PRINTING SERVICES # 76 [illegible] San Pedro, Laguna [illegible] 0920-6176252 / 847-8301 E-Mail: [illegible]_brocal@yahoo.com.ph

PAID JUN 18 2012

By: ______

19 June 2012

Dear CONSUELO FOUNDATION FAMILY,

Thank you for your kind donation of ₱21,128.50 which we received. Your generosity and compassion will always inspire us to save and serve more children at risk. You are truly a blessing to our children.

Fr. Rocky G. Evangelista, SDB

Tuloy Foundation, Inc.,
AlabangZapote Rd. cor. San Jose Village, Alabang, Muntinlupa City 1770

Western Samar Development Foundation, Inc.
Together... we change lives!

CERTIFICATION

THIS IS TO CERTIFY that the amount donated by MR. PETER BACUS was utilized for school-related expenses (school uniform, school shoes and school contribution) of RAMIER MARCIAL, son of Mary Juvelyn Marcial, MOB and one of the partner families enrolled in the Healthy Start Program in Brgy. Balud, Calbayog City.

This Certification is issued this 19th day of September 2013 at Calbayog City, Samar.

Signed:

MA. APRIL T. YRASGA
Cashier
WESADEF, Inc.

Approved by:

MA. EMMA TAN-ELARDO
Executive Director
WESADEF, Inc.

Association Compassion Asian Youth Inc.
ADMINISTRATION
#5 Alley 4 Project 6, 1100 Quezon City Philippines
Phone: (02) 455-4115 • Fax: (02) 453 5204 • info@acaymission.org

September 20, 2013

To: Mr. Nicanor Torre

This is to certify that ACAY received a donation in cash of five thousand pesos (5,000.00) in March 21, 2012 from Consuelo Foundation.

The funds were used for the shelter of survivors of our program for girls who have suffered abuse.

Thank you and sincerely yours,

Sr. Rachel Anne Luxford
ACAY Administrative & Finance Coordinator

Noted by:

Sr. Sophie Renoux
ACAY Resident Agent

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JEFFREY N. WATANABE 110 NORTH HOTEL STREET HONOLULU, HI 96817	CHAIRMAN 5.00	21,000.	0	0

OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
PATTI J. LYONS 110 NORTH HOTEL STREET HONOLULU, HI 96817	SECRETARY 22.00	19,500.	23,382.	0

PATTI LYONS' COMPENSATION INCLUDES THE FOLLOWING:

1) BOARD MEETING FEES AND HONORARIUM. TIME DEVOTED TO PATTI'S ROLE AS A BOARD MEMBER AND AUDIT COMMITTEE MEMBER IS APPROXIMATELY 19 HOURS PER WEEK.

2) CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS.

OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
CONSTANCE H. LAU 110 NORTH HOTEL STREET HONOLULU, HI 96817	TREASURER 4.00	21,000.	0	0
OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.				
I. PATRICK GRIGGS 110 NORTH HOTEL STREET HONOLULU, HI 96817	DIRECTOR/AUDIT COMMITTEE CHAIR 7.00	21,000.	0	0
OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.				
ALEJANDRO Z. PADILLA 110 NORTH HOTEL STREET HONOLULU, HI 96817	DIRECTOR 5.00	18,000.	0	0
OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.				

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ROBERT S. TSUSHIMA 110 NORTH HOTEL STREET HONOLULU, HI 96817	DIRECTOR 7.00	18,000.	0	0
OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.				
DONALD W. LAYDEN 110 NORTH HOTEL STREET HONOLULU, HI 96817	DIRECTOR 5.00	18,000.	0	0
OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.				
HOYT H. ZIA 110 NORTH HOTEL STREET HONOLULU, HI 96817	DIRECTOR 5.00	18,000.	0	0
OVER THE YEARS, BESIDES ATTENDING QUARTERLY DAY-LONG MEETINGS, BOARD MEMBERS HAVE BEEN REQUIRED TO SPEND AT LEAST 10 DAYS PER YEAR TRAVELING THROUGHOUT THE PHILIPPINES TO VISIT THE FOUNDATION'S PROGRAM PARTNERS AND BENEFICIARIES, WHICH EXCEED THE NORMAL TIME AND COMMITMENT REQUIREMENTS OF MOST NON-PROFITS.				

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 16 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JON K. MATSUOKA 110 NORTH HOTEL STREET HONOLULU, HI 96817	PRESIDENT & CEO 60.00	206,000.	46,075.	0
	GRAND TOTALS	360,500.	69,457.	0

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 17

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
JONATHAN SAN VUONG 110 NORTH HOTEL STREET HONOLULU, HI 96817	CFO & DIR OF OPER 60.00	154,438.	31,512.	0
PATRIA WESTON-LEE 110 NORTH HOTEL STREET HONOLULU, HI 96817	SENIOR PROGRAM SPEC 40.00	64,890.	15,016.	0
REYNELLE SHIM 110 NORTH HOTEL STREET HONOLULU, HI 96817	SENIOR ACCOUNTANT 40.00	61,143.	14,359.	0
	TOTAL COMPENSATION	280,471.	60,887.	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 18

NAME AND ADDRESS	TYPE OF SERVICE	COMPENSATION
DELOITTE & TOUCHE LLP 999 BISHOP ST., SUITE 2700 HONOLULU, HI 96813	AUDIT/TAX CONSULTING	160,449.
ATLAS INSURANCE AGENCY, INC 1100 ALAKEA ST., 28TH FL HONOLULU, HI 96813	INSURANCE CONSULTANT	72,979.
UNIVERSITY OF HAWAII AT MANOA 1800 EAST WEST ROAD HONOLULU, HI 96822	PROGRAM EVALUATION	103,638.
MORGAN STANLEY SMITH BARNEY 733 BISHOP ST., SUITE 2800 HONOLULU, HI 96813	INVESTMENT	271,497.
THE JOHNS HOPKINS UNIVERSITY 1101 EAST 33RD ST. BALTIMORE, MD 21218	PROGRAM EVALUATION	58,977.
	TOTAL COMPENSATION	667,540.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TULOY FOUNDATION, INC. TULOY SA DON BOSCO STREETCHILDREN ALABANG-ZAPOTE ROAD COR. SAN JOSE ALABANG, MUNTINLUPA CITY 1770 PHILIPPINES	NONE PUBLIC CHARITY	DONATION TO SUPPORT ORGANIZATION'S STREET CHILDREN PROGRAM	501.
UNIVERSITY OF HAWAII FOUNDATION 1960 EAST-WEST ROAD BIOMED T-701A HONOLULU, HI 96822	NONE PUBLIC CHARITY	TO SUPPORT AQUACULTURE ATOLL PROGRAM AND PROVIDE SCHOLARSHIPS TO STUDENTS OUTSIDE THE US FLAG PACIFIC ISLANDS REGION	3,000.
KUKULU KUMUHANA O ANAHOLA PO BOX 30891 ANAHOLA, HI 96703-0891	NONE PUBLIC CHARITY	TO SUPPORT 501(C)(3) FORMATION	13,916.
KOKUA KALIHI VALLEY 2239 NORTH SCHOOL STREET HONOLULU, HI 96817	NONE PUBLIC CHARITY	TO SUPPORT THE HO'OULU 'AINA PROGRAM FOR STRATEGIC PLANNING	10,000.
NATIVE HAWAIIAN LEGAL CORPORATION 1164 BISHOP STREET, SUITE 1205 HONOLULU, HI 96813	NONE PUBLIC CHARITY	FOR BOARD DEVELOPMENT AND STRATEGIC PLANNING	1,500.
LANAI CHANGES PO BOX 631854 LANAI CITY, HI 96763	NONE PENDING PUBLIC CHARITY	TO SUPPORT 501(C)(3) FORMATION	1,790.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
TJ MAHONEY AND ASSOCIATES 524 KAAAHI STREET HONOLULU, HI 96817	NONE PUBLIC CHARITY	TO SUPPORT THE ACQUAPONICS PROGRAM	15,000.
WAIANAE COAST COMMUNITY MENTAL HEALTH CENTER 86-226 FARRINGTON HWY WAIANAE, HI 96792	NONE PUBLIC CHARITY	TO SUPPORT ORGANIZATION'S HALE NA'AU PONO PROGRAM FOR AT-RISK PREGNANT WOMEN	25,000.
COMMUNITY AND FAMILY SERVICES INTERNATIONAL 2ND FLOOR TORRES BUILDING PASAY CITY PHILIPPINES	NONE PUBLIC CHARITY	DONATION TO SUPPORT CFSI'S VARIOUS PROJECTS SEE AFFIDAVIT - ATTACHMENT 20	51,818.
CHILD AND FAMILY SERVICE PHILIPPINES INC. 11 MANZANILLO SUBD., EASTER ROAD BAGUIO CITY 2600 PHILIPPINES	NONE PUBLIC CHARITY	TO SUPPORT ORGANIZATION'S CHARITABLE ACTIVITIES AND FOOD SUSTAINABILITY PROGRAM	679.
SOCIAL ACTION CENTER OF JOLO SANCHEZ STREET JOLO, SULU 7400 PHILIPPINES	NONE PUBLIC CHARITY	DONATION TO SUPPORT JOLO SCHOOL	1,015.
WESTERN SAMAR DEV'T FOUNDATION MAGSAYSAY BLVD , EXT. CALBAYOG CITY WESTERN SAMAR PHILIPPINES	NONE PUBLIC CHARITY	DONATION TO SUPPORT ORGANIZATION'S HEALTHY START PROJECT	21

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 19 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
ASSOCIATION COMPASSION ASIAN YOUTH 441 SUNFLOWER STREET,DONA FRANCISCA BALANGA BATAAN PHILIPPINES	NONE PUBLIC CHARITY	DONATION TO SUPPORT ORGANIZATION'S SHELTER FOR THE ABUSED PROGRAM	118.
CECILIA ESTEBAN 2439 M. ROXAS STREET MANILA SANTA ANA PHILIPPINES	NONE INDIVIDUAL	EMERGENCY DISASTER ASSISTANCE	1,184.
COUNCIL FOR NATIVE HAWAIIAN ADVANCEMENT 1050 QUEEN STREET, SUITE 200 HONOLULU, HI 96814	NONE PUBLIC CHARITY	TO FUND GRANTEE'S SCHOLARSHIP PROGRAM	2,000.
		TOTAL CONTRIBUTIONS PAID	127,542.

Affidavit by:

Steven Muncy

Executive Director

Community and Family Services International

For the benefit of:

CONSUELO ZOBEL ALGER FOUNDATION

26 September 2013

This affidavit must be written in English and contain the substantive information indicated.

An English translation must be provided for any supporting documents that are not written in English.

The undersigned, to assist the Consuelo Zobel Alger Foundation, a private foundation in the United States of America, determine whether Community and Family Services International (Organization) is the equivalent of a public charity described in section 509(a)(1), (2) or (3) of the United States Internal Revenue Code or a private operating foundation described in section 4942(j)(3) of the Code, makes the following statement:

1. I am the Executive Director of the Organization.
2. The Organization was created by Securities and Exchange Commission (SEC), Registration No. 0105084 in 1982, and is operated exclusively for:

   - [x] charitable
   - [ ] religious
   - [ ] scientific
   - [ ] literary
   - [ ] educational
   - [ ] fostering national or international amateur sports competition, or
   - [ ] prevention of cruelty to children or animals

   purposes under the laws of the Republic of the Philippines.

3. CFSI is a humanitarian nongovernmental organization. Established in 1981, CFSI is based in the Philippines, but works internationally, usually in close cooperation with the international community, specifically, the specialized agencies of the United Nations system, multi-lateral financing institutions like the World Bank, and governments) as well as the private sector, both international and domestic (e.g., international as well as national NGOs, foundations, corporate entities, academic institutions, groups, and individuals).

   The mission of CFSI is to vigorously protect and promote human security—specifically the lives, well being, and dignity of people uprooted by persecution, armed conflict, disasters, and other exceptionally difficult circumstances. These include refugees, internally displaced persons, stateless persons, and disadvantaged, vulnerable persons.

   CFSI has two major goals. The first is to empower and equip uprooted persons and others in exceptionally difficult circumstances to address and prevent social and health problems. The second is to prevent children, women, and men from being uprooted by promoting peace, respect for human rights, and the equitable distribution of resources.

The operations of CFSI are humanitarian in nature and focused on Asia, primarily but not exclusively the states comprising the Association of South East Asian Nations (ASEAN). Activities—past, present, and anticipated—include: (i) addressing the humanitarian needs of communities affected by armed conflict and large-scale emergencies, including natural disasters, (ii) building local capacity to protect and promote the physical and psychosocial wellbeing of crisis-affected and otherwise highly vulnerable populations, (iii) protecting and promoting the welfare of children and youth, particularly those in exceptionally difficult circumstances and in need of special protection, (iv) promoting physical and mental health and preventing disease as well as disability, and (v) informing policy and practice and contributing to the knowledge base at the domestic and international levels.

Between 2008 and 2012, CFSI was operational in the Philippines, Myanmar (Burma), Viet Nam, and Timor-Leste (East Timor). As of 2013, CFSI is operational in three countries—the Philippines, Myanmar, and Viet Nam. All three country programmes are expected to grow in 2013 and 2014.

4. Copies of the charter, by laws, and other documents pursuant to which the Organization is governed are attached.

5. The laws and customs applicable to the Organization do not permit any of its income or assets to be distributed to, or applied for the benefit of, a private person or non-charitable organization other than pursuant to the conduct of the Organization's charitable activities, or as payment of reasonable compensation for services rendered or as payment representing the fair market value of property which the Organization has purchased.

6. The Organization has no shareholders or members who have a proprietary interest in the income or assets of the Organization.

7. In the event that the Organization were to be liquidated or dissolved, all its assets would be distributed to another accredited not-for-profit organization for charitable, religious, scientific, literary, or educational purposes or to a government instrumentality. A copy of the relevant provisions in the governing instruments controlling the distribution of the Organization's assets on liquidation is specified under the eleventh article of the Organization's Articles of Incorporation as attached.

8. The laws and customs applicable to the Organization do not permit the Organization other than as an insubstantial part of its activities,

(a) To engage in activities that are not for religious, charitable, scientific, literary, or educational purposes; or

(b) To attempt to influence legislation, by propaganda or otherwise.

9. The laws and customs applicable to the Organization do not permit the Organization directly or indirectly to participate or intervene in any political campaign on behalf of, or in opposition to, any candidate for public office.

10. The Organization is not controlled by or operated in connection with any organization.

11. Is the Organization's status as a charitable trust, public charity, or private operating foundation dependent upon financial support?

☑ Yes ☐ No

12. Is the Organization an operating foundation?

☐ Yes ☑ No

13. Is the Organization a school?

☐ Yes ☑ No

If yes, has the Organization adopted and does the Organization operate pursuant to a racially nondiscriminatory policy, such as the following:

"The school admits students of any race to all the rights, privileges, programs, and activities generally accorded or made available to students at the school. The school does not discriminate on the basis of race in the administration of its educational policies, admission policies, scholarship and loan programs, and athletic and other school-administered programs."

☐ Yes ☐ No ☐ N/A

Muncy (Signature)

Steven Muncy
Executive Director
Community and Family Services International

Embassy of the United States of America

Manila, Philippines

Republic of the Philippines)
City of Manila)
Embassy of the United States)
of America) ss:

I, **Timothy J. Reid**, a Professional Adjudication Specialist of the United States of America at Manila, Philippines duly commissioned and qualified, do hereby certify that on **26th day of September 2013,** before me personally appeared

**** STEVEN MUNCY ****

known to me to be the individual described in, whose name is subscribed to, and who executed the annexed instrument, and being informed by me of the contents of said instrument has duly acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein mentioned.

IN WITNESS WHEREOF I have hereunto set my hand and official seal the day and year last above written.

Professional Adjudication Specialist
of the United States of America
Indefinite Commission

"The Embassy assumes no responsibility for the truth or falsity of the representations, which appear in the foregoing (or annexed) document (or specified elements of the document)."

REPUBLIC OF THE PHILIPPINES

SECURITIES AND EXCHANGE COMMISSION

SEC Building, EDSA, Greenhills

City of Mandaluyong, Metro Manila

Company Reg. No. 105084

CERTIFICATE OF FILING OF AMENDED ARTICLES OF INCORPORATION

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the amended articles of incorporation of the

COMMUNITY AND FAMILY SERVICES INTERNATIONAL, INC.

(Amending the Prefatory Paragraph, Articles II & III and adding Articles VIII, IX & XI, thereby renumbering the succeeding article.)

copy annexed, adopted on November 27, 2007 by majority vote of the Board of Trustees and by the vote of at least two-thirds of the members of the corporation, and certified under oath by the Corporate Secretary and a majority of the said board was approved by the Commission on this date pursuant to the provisions of Section 16 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68, approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and caused the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 20th day of August, Two Thousand Eight.

BENITO A. CATARAN
Director
Company Registration and Monitoring Department

ATTACHMENT 20

AMENDED ARTICLES OF INCORPORATION

OF

COMMUNITY AND FAMILY SERVICES INTERNATIONAL, INC.

KNOW ALL MEN BY THESE PRESENTS:

That WE, the undersigned, all of whom are of legal age and temporary and/or permanent residents of the Philippines, have this day voluntarily associated ourselves for the purposes of forming a non-stock, non-profit corporation—specifically a humanitarian organization—under the laws of the Philippines. (Amended 15 November 2007)

AND WE HEREBY CERTIFY THAT:

FIRST – That the name of the said corporation shall be "COMMUNITY AND FAMILY SERVICES INTERNATIONAL, INC." (formerly: Community Mental Health and Family Services, Inc.)

SECOND – That the purposes for which said corporation is organized are as follows:

1. To sponsor, support, undertake, implement, promote and finance the provision of humanitarian and development assistance designed to vigorously protect and promote human security—specifically the lives, well being, and dignity - of people who are uprooted in the Philippines and abroad, owing to persecution, armed conflict, disasters, and other exceptionally difficult circumstances. (Amended 15 November 2007)

2. To sponsor, support, undertake, conduct, promote and finance capacity building initiatives that protect and strengthen uprooted people as well as those individuals, groups, and organizations who seek to protect, support, and assist uprooted people. (Amended 15 November 2007)

3. To sponsor, support, design, undertake, implement, conduct, promote, finance and publish studies, surveys, evaluations, and other forms of documentation as well as public information materials, films, websites, and other advocacy efforts that will benefit uprooted persons, service providers, those concerned about uprooted persons, and the general public on a non-discriminatory basis. (Amended 15 November 2007)

4. To sponsor, support, design, undertake, implement, conduct, promote and finance related workshops, conferences, training programmes, and other educational activities that will help build service capacities as well as promote human security. (Amended 15 November 2007)

5. To acquire properties, real or personal, receive contributions, gifts and donations of all kinds from donors here and abroad; to invest its funds, monies and properties in such undertakings and to pursue such activities as the Agency may deem appropriate from time to time to carry out any or all of the foregoing purposes; and to enter into, make, perform and carry out, cancel or rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, government, international organization, foundation, domestic or otherwise.

6. To acquire, construct, improve, maintain, and equip offices, training centers, and other facilities as necessary for service provision and general operations. (Amended 15 November 2007)

7. To raise money for any of the purposes of Community and Family Services International, Inc. and from time to time without limit as to amount, to borrow money, make accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchanges, warrants and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and of the interest thereon, by mortgage on or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal or mixed, including contracts of rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the Corporation for the purpose. (15 November 2007)

8. To do each and everything necessary and suitable for the attainment of any or all of the subjects therein enumerated, and to contract accordingly, and in addition thereto, to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the corporation is organized or to the activities of which it is engaged in.

THIRD – That the place where the principal office of the Corporation is established is the 2nd Floor, Torres Building, 2442 Park Avenue, Pasay City, Metro Manila, Philippines. (Amended 15 November 2007)

FOURTH – The term for which said Agency is to exist is ten years from and after incorporation and which is hereby extended to another TWENTY FIVE (25) YEARS from and after June 1, 1992, the expiry date of its original incorporation.

FIFTH – That the names, nationality and residence of the incorporators of said Corporation are as follows:

NAMES	NATIONALITY	RESIDENCES
STEVEN MUNCY	American	Philippine Refugee Processing Center, Sabang Morong, Bataan
RONNA MaC-HAMMOND	American	Philippine Refugee Processing Center, Sabang Morong, Bataan
CECILE DEL CASTILLO	Filipino	Corner San Sebastian & Verbena Streets Bacolod City
ERLINDA CORDERO	Filipino	1399 Labores Street Pandacan, Manila
TERESITA L. SILVA	Filipino	1210 Penafrancia Street Paco, Manila

List of additional members who may be elected in accordance with the By-Laws of the corporation shall be submitted to the Securities and Exchange Commission from time to time.

SIXTH – That the number of the members of the Board of Trustees of the corporation shall be FIFTEEN (15) who shall serve until their successors are elected and qualified. The trustees are as follows.

NAMES	NATIONALITY	RESIDENCES
TERESITA SILVA	Filipino	1210 Peñafrancia, Paco Manila
ERLINDA A. CORDERO	Filipino	1399 Labores, Pandacan Metro Manila
CECILE DEL CASTILLO	Filipino	Int'l. Catholic Migration Commission Sabang, Morong, Bataan
IDA MAY BAGASAO	Filipino	Phil. Refugee Processing Center Sabang, Morong, Bataan
JOHN GRIEG	Norwegian	Royal Norwegian Embassy Erecham Bldg., Herrera Legaspi Village, Makati City
NORMAN LOURIE	American	Center for Applied Linguistics Rivilla Bldg., 115 Aguirre Makati City
ANDREAS HOLBACH	German	Phil. Refugee Processing Center Sabang, Morong, Bataan

SEVENTH – That for the purpose of starting this corporation, the sum of SEVENTEEN THOUSAND PESOS (P 17,000.00) Philippine Currency, has been provided for and that additional funds that may be received from time to time as donations, contributions, gifts, devices, bequests, instruments, as well as properties shall be spent in such activities as may necessary to enable the corporation to carry out the purposes for which it was formed. Solicitation of contributions or donations from the public either domestic or otherwise, shall be subject to the provisions of Act. No. 4075.

EIGHTH – That no part of the property or income of the corporation shall inure to the benefit of any member, trustee, or officer. (Amended 15 November 2007)

NINTH – That the level of administrative expenses shall not exceed thirty percent (30%) of the total donations received and of total expenses for any taxable year. (Amended 15 November 2007)

TENTH – That Cecile del Castillo has been elected by the members as Treasurer of the corporation, to act as such until her successor is duly elected and qualified in accordance with the by-laws and that as such Treasurer, she has been authorized to receive for and in behalf of the corporation and to receipt in its name all contributions, donations, bequests, legacies, gifts, etc. received or given to the corporation.

ELEVENTH – That in the event of dissolution, the existing assets of the corporation will be passed on to another accredited Nongovernmental Organization (NGO) or organization of similar purpose or purposes, or to the State for public purpose or purposes, or would be distributed by a competent court of justice to another accredited NGO to be used in such manner as in judgment of said court shall best accomplish the general purpose for which the dissolved organization was organized. (15 November 2007)

IN WITNESS WHEREOF, we have hereunto set our hands this 5th day of April 1982 at Manila, Philippines.

(SGD.) STEVEN MUNCY

(SGD.) RONNA MaC-HAMMOND

(SGD.) CECILE DEL CASTILLO

(SGD.) ERLINDA CORDERO

(SGD.) TERESITA SILVA

SIGNED IN THE PRESENCE OF:

(SGD.)

(SGD.)

ACKNOWLEDGMENT

REPUBLIC OF THE PHILIPPINES)
CITY OF MANILA) S.S.

At the City of Manila, Philippines, this 19th day of April 1982 before me the undersigned Notary Public, personally appeared:

STEVEN MUNCY, with Passport No. A927360 issued at Miami, Florida on 18 April 1989;

RONNA MaC-HAMMOND, with Passport No. A2721678 issued at New York on December 1989;

CECILE DEL CASTILLO, with Res. Cert. No. 63137708 issued at Manila on March 13, 1982;

ERLINDA CORDERO, with Res. Cert. No. 40478 issued at Manila on January 18, 1982; and

TERESITA SILVA, with Res. Cert. No. 6128269 issued at Manila, on March 13, 1982.

known to me to be the same persons who executed the foregoing Articles of Incorporation of COMMUNITY MENTAL HEALTH SERVICES, INC. and who admitted to me that the same is their free and voluntary act and deed.

This document consist of five (5) pages signed by the parties and their witnesses on each and every page hereof.

WITNESS MY HAND AND OFFICIAL SEAL on the date and place hereinabove mentioned.

(SGD.) HESIQUIO R. MALLILLIN
Notary Public
PTR No. 155961 Jan. 6/82
TAN T-39-358
Manila

Until December 31, 1983

Doc. No. 313;
Page No. 64;
Book No. X;
Series of 1982.

ATTACHMENT 20

S.E.C.
APR 16 2008
RECEIVING AND RECORDS DIVISION
BY

Trustees' Certificate

KNOW ALL MEN BY THESE PRESENTS:

We, the undersigned, constituting a majority of the members of the Board of Trustees of **COMMUNITY AND FAMILY SERVICES INTERNATIONAL, INC.** (the "Corporation"), and the Chairman and Secretary of the regular meetings of the Board of Trustees and the regular meetings of the Corporate Members, hereby certify that:

(1) Annexes "A" and "B" hereof are true and correct copies of the Corporation's Amended Articles of Incorporation and Amended By-laws reflecting the amendments set out in the Summary of Amendments to the Amended Articles of Incorporation and Amended By-laws of the Corporation which is attached as Annex "C";

(2) The amendments to the Amended Articles of Incorporation and Amended By-laws of the Corporation were approved by the affirmative vote of (i) at least a majority vote of the Board of Trustees during its organizational meeting held on November 15, 2007, and (ii) at least two-thirds (2/3) vote of the Corporate Members during their annual meeting held on November 15, 2007, held at the principal office address.

IN WITNESS WHEREOF, we have signed this Certificate this ____ day of APR 15 2008, 2008 at Makati City.

CORNELIO G. BANAAG, JR.
Trustee/Chairman
T.I.N. 111-209-323

NARCISA L. ESCALER
Trustee/Vice Chairman
T.I.N. 135-862-293

ADA L. MABILANGAN
Trustee/CFO/Treasurer
T.I.N. 125-687-679

TESSIE TOMAS
Trustee
T.I.N. 141-987-499

LAURA SUAREZ-ACUZAR
Trustee
T.I.N. 123-305-169

SHEILA M PLATT
Trustee

ERLINDA A. CORDERO
Trustee
T.I.N. 130-129-404

JAIME GALVEZ TAN
Trustee
T.I.N. 154-564-398

TYNN TYNN SANN
Trustee

LUWALHATI F. PABLO
Trustee
T.I.N. 101-842-378

CLIFF PICTON
Trustee

PAUL TANEDO
Trustee

TRISTAN C. LOANZON
Trustee

MICHAEL MASTURA
Trustee
T.I.N. 105-548-690

BAYANI H. AGABIN
Trustee/Corporate Secretary
T.I.N. 172-571-958

ATTACHMENT 20

REPUBLIC OF THE PHILIPPINES)
MAKATI CITY) S.S.

Before me, a Notary Public in and for the city named above, personally appeared:

Name	Community Tax Certificate No.	Place/Date of Issue
Cornelio Banaag, Jr.		
Narcisa L. Escaler		
Ada L. Mabilangan		
Tessie Tomas		
Laura Suarez-Acuzar		
Sheila Platt	PP No. 15488956	
Erlinda Cordero		
Jaime Galvez Tan		
Tynn Tynn Sann	PP No. 389731	
Michael Mastura		
Luwalhati F. Pablo		
Cliff Picton	PP No. L3112283	
Paul Tanedo	PP No. 17919022	
Tristan C. Loanzon	PP No. 56390555	
Bayani H. Agabin	PP No. VV0010573	Manila/March 29, 2007

who are personally known to me, who were identified by me through competent evidence of identity, to be the same person who presented the foregoing Trustee's Certificate, instrument hereto annexed and signed the instrument in my presence, and who took an oath before me as to such instrument.

Witness my hand and seal this_____ day of 15 APR 2008, 2008.

ATTY. LOPE M. VELASCO
NOTARY PUBLIC
UNTIL DECEMBER 31, 2009
PTR [illegible] 1/02/08
IBP O.R. [illegible] 12/20/07
TIN: 212-965-989
ROLL No. 28757

Doc. No. 539;
Page No. 68;
Book No. 169;
Series of 2008.

ATTACHMENT 20

REPUBLIC OF THE PHILIPPINES
SECURITIES AND EXCHANGE COMMISSION
SEC Building, EDSA, Greenhills
City of Mandaluyong, Metro Manila

Company Reg. No. 105084

CERTIFICATE OF

OF

AMENDED BY-LAWS

KNOW ALL PERSONS BY THESE PRESENTS:

THIS IS TO CERTIFY that the Amended By-Laws of

COMMUNITY AND FAMILY SERVICES INTERNATIONAL, INC.

copy annexed, adopted on November 27, 2007 by majority vote of the Board of Trustees and by the vote of at least two-thirds of the members, and certified under oath by the Corporate Secretary and majority of the said Board was approved by the Commission on this date pursuant to the provisions of Section 48 of the Corporation Code of the Philippines, Batas Pambansa Blg. 68 approved on May 1, 1980, and copies thereof are filed with the Commission.

IN WITNESS WHEREOF, I have hereunto set my hand and cause the seal of this Commission to be affixed at Mandaluyong City, Metro Manila, Philippines, this 20th day of August, Two Thousand Eight.

BENITO A. CATARAN
Director
Company Registration and Monitoring Department

ATTACHMENT 20

ANNEX "B"

AMENDED BY-LAWS

OF

COMMUNITY AND FAMILY SERVICES INTERNATIONAL, INC.

Article I

MEMBERSHIP

That the members named in the Articles of Incorporation and such other persons as may be elected by a plurality vote of the existing membership shall constitute the members of the corporation.

Article II

MEETINGS

The annual meeting of the members shall be held on the third Thursday of November each year at the principal offices of the corporation. (Amended 15 November 2007).

At the said meeting, the Board of Trustees for the coming year shall be elected.

Formal notice in writing of meetings shall be required and the presence of a majority of the members shall be sufficient to do business. Special meetings shall be called at the request of at least two members or upon order of the Chairperson.

A quorum of any meeting of the members shall be made up by a majority of the members and a majority of such quorum shall decide any question that may come before the meeting, except in those cases in which the laws of the Philippines require the affirmative vote of a greater proportion.

Members may vote at all meetings, either in person or by proxy.

Article III

BOARD OF TRUSTEES

The business and property of the corporation shall be run and managed by a Board of fifteen (15) Trustees. (Amended 03 April 1989) Vacancies, except removal and expiration of term in the Board shall be filled in by a majority vote of the remaining Trustees, if still constituting a quorum.

The Board of Trustees will meet at least four times yearly upon the call of the Chairperson at such place and time as may be convenient to the members.

Special meetings may be called by the Chairperson or upon request by any two members of the Board.

A quorum at any meeting of the Board of Trustees shall consist of a majority of the entire membership and a majority of such quorum shall decide any question that may come before the meeting.

Officers of the corporation as provided by the By-Laws shall be elected by the Board of Trustees and any vacancies may be filled by the remaining members of the Board constituting a quorum.

The Board of Trustees has the privilege to establish criteria for removal from the Board. Removal shall be accomplished by consensus of the membership of the Board.

The Board of Trustees will include the following committees: Executive Committee, Personnel Committee, Audit and Finance Committee, and Special Projects Committee. (Amended 15 November 2007). The Chairperson is empowered to designate and formulate additional committees based upon the expressed needs of the Board.

Members of the Board will serve voluntarily and without any remuneration whatsoever, except reimbursement of travel expenses incurred when meetings are held or when a member is asked to travel for the corporation.

Article IV

OFFICERS

The officers of the corporation shall be a Chairperson, a Vice Chairperson, a Treasurer, a Secretary, and a Public Relations Officer who shall be elected by the Board and shall hold office until their successors are elected and qualified. (Amended 15 November 2007) The officers must be members of the Board, except for the Secretary who may or may not be a member of the Board.

The Chairperson shall be elected by its Board of Trustees from their own number and shall preside at all meetings, shall have general supervision of the affairs of the corporation, shall sign and countersign any and all papers in connection with the corporation, shall see the resolutions of the Board duly executed and carried out, and shall perform all such duties as are incident to the office or are properly required by the Board of Trustees.

The Vice Chairperson will act as assistant to the Chairperson and will preside over meetings of the Board or membership in absence of the Chairperson. In case of resignation or inability of the Chairperson to perform his/her role, the Vice Chairperson will assume the duties of the Chairperson until a new Chairperson is elected.

The Secretary, who must be a citizen and resident of the Philippines, shall issue notices of all meetings, shall keep their minutes, shall prepare all appropriate legal documents required by the corporation under Philippines laws, and shall make such reports and perform such other duties as are incident to his/her office or are properly required of him/her by the Board of Trustees.

The Treasurer, who shall be responsible for reviewing and monitoring the financial activities of the corporation, shall have custody of all moneys, securities and values of the company which come into his possession and shall keep regular books of account. He shall deposit said moneys, securities and values in such banking institutions as may be designated from time to time by the Board of Trustees, subject to withdrawal therefrom only upon checks or other written demands of the corporation which have been signed by the Treasurer and countersigned by the Chairperson or such other officers as may be designated. He shall also be responsible of approving major budget expenditures as well as recommend budget changes. He shall perform all other duties incident to his office and all that are properly required of him by the Board of Trustees. He shall be bonded in such amount as may be deemed appropriate by the Board.

The Public Relations Officer, who shall be responsible for providing guidance on public information services, recommending effective and cost-efficient approaches for projecting the image of the corporation, facilitating access to public relations expertise, and generally fostering the greater visibility of the corporation in the Philippines and, where appropriate, abroad. (Amended 15 November 2007)

Article V

SEAL AND FISCAL YEAR

The corporation seal shall consist of two (2) concentric rings between which shall be inscribed the words "COMMUNITY AND FAMILY SERVICES INTERNATIONAL, INC." and in the center of the seal the word "INCORPORATED" followed immediately by the figure "1982". (Amended 03 April 1989)

The fiscal year of the corporation shall be the calendar year.

Article VI

AMENDMENTS

These By-Laws may be amended, repealed or altered in whole or in part by a majority vote of the members of the corporation and of the Board of Trustees at any regular meeting of the members or any special meeting where such action has been announced in the calls and notice of such meeting.

The Board of Trustees may adopt additional rules and regulations in harmony with the foregoing By-Laws and their amendments but shall not alter, modify nor repeal the foregoing By-Laws and their amendments.

The foregoing By-Laws were adopted by the unanimous consent of the majority members of the corporation at the meeting of the members held on 14 June 1982 at the offices of the corporation.

IN WITNESS WHEREOF, we the undersigned members present at said meeting and voting thereof in favor of the adoption of said By-Laws have hereunto set our hands with the Chairperson and the Secretary of the meeting.

~~14 June 1982~~

STEVEN MUNCY	RONNA MaC-HAMMOND
(SGD.) CECILE DEL CASTILLO	(SGD.) ERLINDA CORDERO
(SGD.) TERESITA SILVA	IDA MAY BAGASAO
(SGD.) JOHN GRIEG	(SGD.) NORMAN LOURIE

COUNTERSIGNED BY

(SGD.) NORMAN LOURIE
Chairperson

(SGD.) TERESITA SILVA
Secretary

ANNEX C

SUMMARY OF AMENDMENTS TO THE AMENDED ARTICLES OF INCORPORATION AND AMENDED BY-LAWS OF COMMUNITY AND FAMILY SERVICES INTERNATIONAL, INC.

I. ARTICLES OF INCORPORATION

The opening paragraph on Page 1 is amended, to wit:

That WE, the undersigned, all of whom are of legal age and temporary and/or permanent residents of the Philippines, have this day voluntarily associated ourselves for the purposes of forming a non-stock, non-profit corporation—specifically a humanitarian organization—under the laws of the Philippines. (Amended 15 November 2007)

The Second Article is amended, paragraph 2 of the Second Article is added, and renumber paragraph nos. 2-7 to nos. 3-8, to wit:

SECOND – That the purposes for which said corporation is organized are as follows:

1. To sponsor, support, undertake, implement, promote and finance the provision of humanitarian and development assistance designed to vigorously protect and promote human security—specifically the lives, well being, and dignity - of people who are uprooted in the Philippines and abroad, owing to persecution, armed conflict, disasters, and other exceptionally difficult circumstances. (Amended 15 November 2007)

2. To sponsor, support, undertake, conduct, promote and finance capacity building initiatives that protect and strengthen uprooted people as well as those individuals, groups, and organizations who seek to protect, support, and assist uprooted people. (Amended 15 November 2007)

3. To sponsor, support, design, undertake, implement, conduct, promote, finance and publish studies, surveys, evaluations, and other forms of documentation as well as public information materials, films, websites, and other advocacy efforts that will benefit uprooted persons, service providers, those concerned about uprooted persons, and the general public on a non-discriminatory basis. (Amended 15 November 2007)

4. To sponsor, support, design, undertake, implement, conduct, promote and finance related workshops, conferences, training programmes, and other educational activities that will help build service capacities as well as promote human security. (Amended 15 November 2007)

5. To acquire properties, real or personal, receive contributions, gifts and donations of all kinds from donors here and abroad; to invest its funds,

monies and properties in such undertakings and to pursue such activities as the Agency may deem appropriate from time to time to carry out any or all of the foregoing purposes; and to enter into, make, perform and carry out, cancel or rescind contracts of every kind and for any lawful purpose with any person, firm, association, corporation, government, international organization, foundation, domestic or otherwise.

6. To acquire, construct, improve, maintain, and equip offices, training centers, and other facilities as necessary for service provision and general operations. (Amended 15 November 2007)

7. To raise money for any of the purposes of Community and Family Services International, Inc. and from time to time without limit as to amount, to borrow money, make accept, endorse, guarantee, execute and issue promissory notes, drafts, bills of exchanges, warrants and other negotiable or non-negotiable instruments and evidences of indebtedness, and to secure payment thereof and of the interest thereon, by mortgage on or pledge, conveyance or assignment in trust of, the whole or any part of the assets of the Corporation, real, personal or mixed, including contracts of rights, whether at the time owned or thereafter acquired, and to sell, pledge or otherwise dispose of such securities or other obligations of the Corporation for the purpose. (15 November 2007)

8. To do each and everything necessary and suitable for the attainment of any or all of the subjects therein enumerated, and to contract accordingly, and in addition thereto, to exercise and possess all powers, rights and privileges necessary or incidental to the purposes for which the corporation is organized or to the activities of which it is engaged in.

The Third Article is amended, to wit:

THIRD – That the place where the principal office of the Corporation is established is the 2nd Floor, Torres Building, 2442 Park Avenue, Pasay City, Metro Manila, Philippines. (Amended 15 November 2007)

Eighth, Tenth and Eleventh Articles are added and renumber Eighth Article to Tenth Article, to wit:

EIGHTH – That no part of the property or income of the corporation shall inure to the benefit of any member, trustee, or officer. (Amended 15 November 2007)

NINTH – That the level of administrative expenses shall not exceed thirty percent (30%) of the total donations received and of total expenses for any taxable year. (Amended 15 November 2007)

TENTH – That Cecile del Castillo has been elected by the members as Treasurer of the corporation, to act as such until her successor is duly elected and qualified in accordance with the by-laws and that as such Treasurer, she has been authorized to receive for and in behalf of the corporation and to receipt in its name all contributions, donations, bequests, legacies, gifts, etc. received or given to the corporation.

ELEVENTH – That in the event of dissolution, the existing assets of the corporation will be passed on to another accredited Nongovernmental Organization (NGO) or organization of similar purpose or purposes, or to the State for public purpose or purposes, or would be distributed by a competent court of justice to another accredited NGO to be used in such manner as in judgment of said court shall best accomplish the general purpose for which the dissolved organization was organized. (15 November 2007)

* * * * * *

II. BY-LAWS

ARTICLE II

MEETINGS

The first paragraph is amended, to wit:

The annual meeting of the members shall be held on the third Thursday of November each year at the principal offices of the Corporation. (Amended 15 November 2007)

ARTICLE III

BOARD OF TRUSTEES

The seventh paragraph is amended, to wit:

The Board of Trustees will include the following committees: Executive Committee, Personnel Committee, Audit and Finance Committee, and Special Projects Committee. (Amended 15 November 2007).

ARTICLE IV

OFFICERS

The first paragraph is amended, to wit:

The officers of the corporation shall be a Chairperson, a Vice Chairperson, a Treasurer, a Secretary, and a Public Relations Officer who shall be elected by the Board and shall hold office until their successors are elected and qualified. (Amended 15 November 2007)

The sixth paragraph is amended, to wit:

The Public Relations Officer, who shall be responsible for providing guidance on public information services, recommending effective and cost-efficient approaches for projecting the image of the corporation, facilitating access to public relations expertise, and generally fostering the greater visibility of the corporation in the Philippines and, where appropriate, abroad. (Amended 15 November 2007)

******

CFSI. Rebuilding Lives.

Community and Family Services International

Established in 1981, CFSI is a humanitarian organization committed to peace and social development, with a particular interest in the psychosocial dimension. Based in the Philippines, CFSI works in the Asia and Pacific Region and has Special Consultative Status with the Economic and Social Council (ECOSOC) of the United Nations.

HX/13/526

Mr. San Vuong
Chief Financial Officer & Director of Operations
Consuelo Foundation
110 N. Hotel Street
Honolulu, HI 96817

15 September 2013

Dear Mr. Vuong,

This confirms that Community and Family Services International (CFSI) received the amount of P2,187,483.74 (or US$51,818.21 at P42.214/US$) from Consuelo Foundation. This also certifies that these funds were used in 2012 for various projects in the Philippines, to serve displaced families, conflict-affected communities, and those who are experiencing exceptionally difficult circumstances in the Philippines.

We assure you that your grant continues to have a major positive impact on the lives of the people we serve. With the support we receive from you and other partners, we are able to help more people live in dignity, peace and harmony.

Thank you, once again, for helping us rebuild lives.

Sincerely,

Steven Muncy
Executive Director

www.cfsi.ph

Mailing Address:	Headquarters:	Telephones:	Facsimile:	E-mail:
MCC-PO Box 2733	2/F Torres Building,	+632 5561618	+632 5512225	headquarters@cfsi.ph
Makati City, Metro Manila	2442 Park Avenue, Pasay City	+632 5562735		
Philippines	Metro Manila, Philippines	+632 5564864		
		+632 5511977		

ATTACHMENT 20

SCHEDULE A
(Form 990 or 990-EZ)

Department of the Treasury
Internal Revenue Service

Public Charity Status and Public Support

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

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

OMB No. 1545-0047

2012

Open to Public Inspection

Name of the organization: Community and Family Services International

Employer identification number: 000-751-823-000

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

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

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

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

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

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

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

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

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

8 ☐ A community trust described in **section 170(b)(1)(A)(vi).** (Complete Part II.)

9 ☑ An organization that normally receives: (1) more than 33⅓% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33⅓% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975. See **section 509(a)(2).** (Complete Part III.)

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

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

a ☐ Type I **b** ☐ Type II **c** ☐ Type III–Functionally integrated **d** ☐ Type III–Non-functionally integrated

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

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

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

		Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?	11g(i)		
(ii) A family member of a person described in (i) above?	11g(ii)		
(iii) A 35% controlled entity of a person described in (i) or (ii) above?	11g(iii)		

h Provide the following information about the supported organization(s).

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

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

Section A. Public Support

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

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4						
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
9 Net income from unrelated business activities, whether or not the business is regularly carried on						
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
11 **Total support.** Add lines 7 through 10						

12 Gross receipts from related activities, etc. (see instructions) . . . . | 12 |

13 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** . . . . ▶ ☐

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)) . . . . | 14 | %

15 Public support percentage from 2011 Schedule A, Part II, line 14 . . . . | 15 | %

16a **33 1/3% support test—2012.** If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . ▶ ☐

b **33 1/3% support test—2011.** If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and **stop here.** The organization qualifies as a publicly supported organization . . . . ▶ ☐

17a **10%-facts-and-circumstances test—2012.** If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . ▶ ☐

b **10%-facts-and-circumstances test—2011.** If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and **stop here.** Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization . . . . ▶ ☐

18 **Private foundation.** If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions . . . . ▶ ☐

ATTACHMENT 20

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

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")	2,056,850	2,894,550	5,034,780	4,004,312	4,936,512	18,927,004
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						
3 Gross receipts from activities that are not an unrelated trade or business under section 513						
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						
5 The value of services or facilities furnished by a governmental unit to the organization without charge						
6 **Total.** Add lines 1 through 5	2,056,850	2,894,550	5,034,780	4,004,312	4,936,512	18,927,004
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of $5,000 or 1% of the amount on line 13 for the year						
c Add lines 7a and 7b						
8 **Public support** (Subtract line 7c from line 6.)	2,056,850	2,894,550	5,034,780	4,004,312	4,936,512	18,927,004

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	2,056,850	2,894,550	5,034,780	4,004,312	4,936,512	18,927,004
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						
c Add lines 10a and 10b						
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						
12 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						
13 **Total support.** (Add lines 9, 10c, 11, and 12.)	2,056,850	2,894,550	5,034,780	4,004,312	4,936,512	18,927,004

14 **First five years.** If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and **stop here** ▶ ☑

Section C. Computation of Public Support Percentage

15	Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	%
16	Public support percentage from 2011 Schedule A, Part III, line 15	16	%

Section D. Computation of Investment Income Percentage

17	Investment income percentage for **2012** (line 10c, column (f) divided by line 13, column (f))	17	%
18	Investment income percentage from **2011** Schedule A, Part III, line 17	18	%

19a **33⅓% support tests—2012.** If the organization did not check the box on line 14, and line 15 is more than 33⅓%, and line 17 is not more than 33⅓%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

b **33⅓% support tests—2011.** If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33⅓%, and line 18 is not more than 33⅓%, check this box and **stop here.** The organization qualifies as a publicly supported organization ▶ ☐

20 **Private foundation.** If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions ▶ ☐

ATTACHMENT 20

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

ATTACHMENT 20

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

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

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

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. CONSUELO ZOBEL ALGER FOUNDATION	Employer identification number (EIN) or 99-0266163
	Number, street, and room or suite no. If a P.O. box, see instructions. 110 NORTH HOTEL STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HONOLULU, HI 96817	

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 ▶ CONSUELO ZOBEL ALGER FDN

Telephone No. ▶ 808 532-3939 FAX No. ▶ 808 532-3930

- 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 11/15 , 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 REQUIRED TO GATHER THE 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	$ 300,101.
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	$ 300,101.
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 ▶ CPA Date ▶ AUG 1 5 2013

JSA
2F8055 2.000
52TOWP 1061 V 12-6F